

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, *et al.*,

Debtors.¹

Chapter 7
(Previously Chapter 11)

Case No. 23-90147 (EVR)

Jointly Administered

**SUMMARY SHEET FOR FINAL APPLICATION OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM APRIL 5, 2023 THROUGH AUGUST 24, 2023**

Name of applicant:		McDermott Will & Emery LLP
Applicant's professional role in case:		Counsel to the Official Committee of Unsecured Creditors
Indicate whether this is an interim or final application:		This is a final fee application
Date Order of Employment Signed:		06/07/23 [ECF No. 495]
	Beginning of Period	Ending of Period
Total period covered in application:	04/05/23	08/24/23
Time periods covered by any prior applications	04/05/23	07/31/23
Total amounts awarded in all prior applications		\$0
Amount of retainer received in the case		\$0
Total fees applied for in this application and in all prior applications (including any retainer amounts applied or to be applied)		\$2,916,744.39
Total fees applied for in this application (including any retainer amounts to be applied)		\$2,916,744.39 ²
Total professional fees requested in this application		\$2,819,375.17

¹ A complete list of each of the Debtors in these chapter 7 cases may be obtained on the Court's website at www.ecf.txsb.uscourts.gov. The location of Debtor Mountain Express Oil Company's principal place of business and the Debtors' service address in these chapter 7 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

² McDermott incurred \$454,367.69 in fees and \$5,307.47 in expenses (for a total of \$459,675.16) during the time period from August 1, 2023 to August 24, 2023 for which no Monthly Application has been filed. These fees and expenses are included in this Application and the detailed time records for August 1, 2023 to August 24, 2023 are attached hereto as **Exhibit G**.

Total professional hours covered by this application	2,403.80
Average hourly rate for professionals	\$1,113.83
Total paraprofessional hours covered by this application	221.30
Average hourly rate for paraprofessionals	\$395.25
Reimbursable expenses sought in this application	\$21,288.81
Total to be paid to Priority Unsecured Creditors	Unknown
Anticipated % Dividend to Priority Unsecured Creditors	Unknown
Total to be paid to General Unsecured Creditors	Unknown
Anticipated % Dividend to General Unsecured Creditors	Unknown
Date of confirmation hearing	N/A
Indicate whether the plan has been confirmed	No plan has been or will be confirmed as the cases have been converted from cases under chapter 11 of the Bankruptcy Code to cases under chapter 7 of the Bankruptcy Code.

Dated: November 13, 2023

Respectfully submitted,

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs

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*Former Counsel to the Official Committee of
Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, *et al.*,

Debtors.

Chapter 7
(Previously Chapter 11)

Case No. 23-90147 (EVR)

Jointly Administered

**FINAL APPLICATION OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM APRIL 5, 2023 THROUGH AUGUST 24, 2023**

THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU, IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

PRELIMINARY STATEMENT

McDermott Will & Emery LLP (“McDermott”), former counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Mountain Express Oil Company (“MEX”) and affiliated debtors (collectively, with MEX, the “Debtors”),¹ in the chapter 11 cases which preceded the above-captioned chapter 7 cases (the “Chapter 11 Cases”), submits its

¹ A complete list of each of the Debtors in these chapter 7 cases may be obtained on the Court’s website at www.ecf.txsb.uscourts.gov. The location of Debtor Mountain Express Oil Company’s principal place of business and the Debtors’ service address in these chapter 7 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

second interim and final fee application (the “Application”) for (a) final allowance and approval of compensation for professional services performed by McDermott in the amount of \$2,916,744.39 and (b) for reimbursement of its actual and necessary expenses in the amount of \$21,288.81 incurred from April 5, 2023 through August 24, 2023 (the “Final Compensation Period”). The total of the fees and expenses requested in this Application is \$2,938,033.20. In support of the Application, McDermott submits the Declaration of Charles R. Gibbs (the “Gibbs Declaration”) attached hereto as **Exhibit A** and a proposed order granting the Application attached hereto as **Exhibit B**. In further support of this Application, McDermott respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 157(b)(2). This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested herein are sections 327(a) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of April 5, 2023*, dated June 7, 2023 [ECF No. 495] (the “Retention Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated May 15, 2023 [ECF No. 408] (the “Interim Compensation Order”).

Preliminary Statement

4. McDermott requests final allowance of (a) compensation in the amount of \$2,916,744.39 in fees on account of reasonable and necessary professional services rendered to the Committee by McDermott; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$21,288.81 incurred by McDermott during the Final Compensation Period.

5. From and after its appointment, the Committee played an active and important role in the Chapter 11 Cases. Among the many projects undertaken during the Final Compensation Period, McDermott:

- a. Reviewed and analyzed all of the “first day” pleadings and proposed orders, negotiated with the Debtors to obtain consensual modifications to such orders and advised the Committee as to whether and which actions to take regarding the various first day pleadings;
- b. Reviewed and analyzed the Debtors’ proposed debtor-in-possession financing and negotiated with the Debtors and the lenders throughout the Chapter 11 Cases regarding the Debtors’ need for the proposed financing and issues related thereto;
- c. Reviewed and analyzed the Debtors’ proposed sale process and negotiated with the Debtors’ proposed purchasers and the debtor-in-possession lenders regarding diligence and other issues related to the sale process; and
- d. Negotiated with the Debtors, the debtor-in-possession lenders, prospective purchasers, and the U.S. Trustee in advance of conversion of the Chapter 11 Cases in an attempt to generate value maximizing solutions for the Debtors’ estates and all stakeholders.

6. In order to keep the Committee informed on the progression of the Chapter 11 Cases, McDermott held frequent meetings or calls with the Committee, some with lengthy agendas, in addition to meetings with individual Committee members.

7. McDermott’s efforts throughout the Final Compensation Period played a key role in nearly all aspects of the Chapter 11 Cases. Most notably, McDermott played a significant role

in the near constant negotiations between the Debtors and their debtor-in-possession lenders regarding the debtor-in-possession financing, the Debtors' sale process, and the attempts to maximize the value of the Debtors' estates. The accomplishments by the Committee, occurring over the short period of time represented by the Final Compensation Period, required McDermott to devote significant time for the benefit of the unsecured creditors. McDermott respectfully submits that its services during the Final Compensation Period warrant approval of its requested fees and expenses.

Background

8. On March 18, 2023 (the "Petition Date"), each of the Debtors commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The circumstances leading to the Chapter 11 Cases are described in greater detail in the *Declaration of Michael Healy in Support of Debtors' Chapter 11 Petitions and First Day Relief* [ECF No. 57] (the "First Day Declarations").

9. On April 4, 2023, the Office of the United States Trustee for the Southern District of Texas (the "U.S. Trustee") appointed the Committee in the Chapter 11 Cases. *See* ECF No. 202.

10. On August 24, 2023, this Court entered the *Order (I) Converting Chapter 11 Cases, (II) Rejecting Leases, (III) Terminating Certain Agreements, and (IV) Granting Related Relief* [ECF No. 1397].

The Retention of McDermott

11. On April 5, 2023, the Committee selected McDermott as its bankruptcy counsel. On May 5, 2023, the Committee filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of McDermott Will*

& Emery LLP as Counsel, Effective as of April 5, 2023 [ECF No. 371] (the “McDermott Retention Application”), requesting authorization to retain and employ McDermott as its counsel, effective as of April 5, 2023. On June 7, 2023, the Court entered an order approving the McDermott Retention Application. [ECF No. 495].

The Interim Compensation Order

12. On May 15, 2023, the Court entered the Interim Compensation Order which sets forth the procedure for interim compensation and reimbursement of expenses in the Chapter 11 Cases.

RELIEF REQUESTED

13. By this Application, McDermott seeks final approval and allowance of compensation in the amount of \$2,916,744.39 for professional services rendered and reimbursement of actual and necessary expenses in the amount of \$21,288.81 incurred during the Final Compensation Period, including any and all holdbacks. Pursuant to the Interim Compensation Order, and as detailed in the chart below, McDermott filed four (4) monthly applications that have not been heard by the Court for final approval (collectively, the “Monthly Applications”):

Fee Statement²	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses	Outstanding
First Monthly 4/5/23-4/30/23 Service Date: 6/26/23	\$741,377.92	\$3,889.46	\$0	\$0	\$745,267.38
Second Monthly 5/1/23-5/31/23 Service Date: 7/7/23	\$886,778.14	\$10,714.91	\$0	\$0	\$897,493.05

² In addition to the Monthly Applications, McDermott incurred \$454,367.69 in fees and \$5,307.47 in expenses (for a total of \$459,675.16) during the time period from August 1, 2023 to August 24, 2023 for which no Monthly Application has been filed. These fees and expenses are included in this Application and the detailed time records for August 1, 2023 to August 24, 2023 are attached hereto as **Exhibit G**.

Fee Statement ²	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses	Outstanding
Third Monthly 6/1/23-6/30/23 Service Date: 8/9/23	\$544,643.27	\$1,334.43	\$0	\$0	\$545,977.70
Fourth Monthly 7/1/23-7/31/23 Service Date: 9/13/23	\$289,577.37	\$42.54	\$0	\$0	\$289,619.91

14. In support of this Application, McDermott incorporates herein by reference each of its Monthly Applications. Copies of each Monthly Fee Statement are attached hereto as **Exhibit C**.

15. To date, during the Final Compensation Period, McDermott expended a total of 2,625.10 hours on behalf of the Committee on matters relating to the Debtors' Chapter 11 Cases for which it seeks compensation. The blended hourly rate for attorneys who worked on these cases is \$1,113.83. Summary sheets listing each attorney and paraprofessional who worked on the Chapter 11 Cases during the Final Compensation Period, his or her hourly rate during the Final Compensation Period, and the amount of fees attributed to each individual are attached hereto as **Exhibit D**. Detailed time records are attached as Exhibit C to each Monthly Fee Statement. Detailed time records for the period of time not covered by the Monthly Fee Statements, August 1, 2023 to August 24, 2023, are attached hereto as **Exhibit G**.

16. In addition, summary sheets listing the amount of fees attributed to each project category are attached hereto as **Exhibit E**.

17. McDermott also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with its representation of the Committee during the Final Compensation Period to date. A detailed chart of all expenses incurred in the performance of the services rendered as counsel to the Committee during the Final Compensation Period to date is

attached hereto as **Exhibit F**. In addition, the fees charged by McDermott in the Chapter 11 Cases are billed in accordance with the existing billing rates and procedures as set forth in the McDermott Retention Application.

DESCRIPTION OF SERVICES RENDERED

18. The matters occupying the most significant amounts of McDermott professionals' time during the Final Compensation Period are described below.

A. Financing and Cash Collateral Issues

Fees: \$331,677.71 Total Hours: 285.50

During the Final Compensation Period, McDermott reviewed and analyzed the Debtors' proposed debtor-in-possession financing, related agreements, and orders approving the same. Furthermore, this category includes time spent resolving certain disputes related to the proposed debtor-in-possession financing, communications, negotiations and meetings concerning the proposed debtor-in-possession financing, and preparing for and attending hearings regarding the proposed debtor-in-possession financing.

B. Asset Disposition

Fees: \$587,483.94 Total Hours: 467.20

During the Final Compensation Period, McDermott reviewed and analyzed the Debtors' proposed sale and bidding procedures. Furthermore, this category includes time spent on extensive communications, negotiations and meetings concerning the sale process, the review and analysis of diligence concerning the sale process, drafting pleadings related to the sale process, and preparing for and attending hearings regarding the sale process.

C. Case Administration

Fees: \$328,223.18 Total Hours: 302.10

During the Final Compensation Period, McDermott maintained and circulated a calendar delineating the critical dates in the Chapter 11 Cases and performed various other administrative tasks necessary for McDermott's representation of the Committee.

D. Meetings and Communications with Creditors

Fees: \$224,846.38 Total Hours: 208.60

During the Final Compensation Period, McDermott incurred time preparing for and participating in meetings with the Committee and its other advisors. Furthermore, this category includes time spent fielding and resolving inquiries from individual members of the Committee's constituency.

E. Fee and Employment Applications

Fees: \$214,677.46 Total Hours: 229.40

During the Final Compensation Period, McDermott expended time preparing and filing the Committee's professionals' monthly and interim fee applications.

F. Other Contested Matters

Fees: \$100,491.29 Total Hours: 105.70

During the Final Compensation Period, McDermott expended time reviewing the Debtors' requested first day relief, communicating and conducting negotiations and meetings concerning the requested first day relief, and preparing for and attending hearings regarding the requested first day relief.

G. Asset Analysis and Recovery

Fees: \$290,078.71 Total Hours: 283.30

During the Final Compensation Period, McDermott attempted to identify and reviewed potential assets including causes of action and non-litigation recoveries. McDermott further

negotiated extensively with the DIP Lenders regarding the challenge period under the DIP Orders and drafted and filed related pleadings.

H. Court Hearings

Fees: \$176,765.22 Total Hours: 149.10

During the Final Compensation Period, McDermott prepared for and attended various hearings in the Chapter 11 Cases, including, among others, sale process related hearings and the hearing regarding conversion of the Chapter 11 Cases.

I. Fee/Employment Objections

Fees: \$165,702.48 Total Hours: 139.60

During the Final Compensation Period, McDermott expended time reviewing the Debtors' applications to employ certain professionals. McDermott further expended time negotiating with the Debtors regarding the retention of Raymond James & Associates, Inc. and drafting and filing an objection to such retention.

J. Assumption/Rejection of Leases

Fees: \$238,114.01 Total Hours: 213.20

During the Final Compensation Period, McDermott expended time reviewing the Debtors' proposed assumption or rejection of leases and executory contracts, as applicable, and preparing analyses of same.

K. Board of Directors Matters

Fees: \$160,284.09 Total Hours: 139.10

During the Final Compensation Period, McDermott expended time negotiating with the Debtors regarding relief requested by the Debtors in connection with their appointment of

independent directors. McDermott further drafted and filed pleadings with respect to the same relief.

LEGAL STANDARD

19. Bankruptcy Code section 331 provides for interim compensation of professionals and incorporates the substantive standards of Bankruptcy Code section 330 to govern the Court's award of such compensation. 11 U.S.C. § 330(a)(1)(A). Bankruptcy Code section 330 also sets forth the criteria for award of such compensation and reimbursement, which include:

- (A) time spent on such services
- (B) the rates charged for such services;
- (C) whether such services were necessary to the administration of, or beneficial at the time at which the services toward the completion of, a case under [title 11 of the Bankruptcy Code];
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than under [title 11 of the Bankruptcy Code].

20. McDermott submits that the compensation requested herein is reasonable and necessary for, beneficial to, and in the best interests of, the Committee. The professional services rendered by McDermott were appropriate and necessary for the administration of the Chapter 11 Cases. They were in the best interests of the Committee, the Debtors and other parties-in-interest. Compensation for the foregoing services is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. The professional services were performed in an appropriately expeditious and efficient manner.

NOTICE

21. Pursuant to the Interim Compensation Order, this Application has been served upon: (a) the Debtors, Attn: Michael Healy, CRO (michael.healy@fticonsulting.com); (b) former counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 440 Louisiana Street, Suite 900, Houston, TX 77002, Attn: Jeffrey N. Pomerantz (jpomerantz@pszjlaw.com) and Benjamin L. Wallen (bwallen@pszjlaw.com); (c) the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jayson B. Ruff (jayson.b.ruff@usdoj.gov); (d) counsel to the DIP Agent Greenberg Traurig LLP, Terminus 200, 3333 Piedmont Road NE, Suite 2500, Atlanta, GA 30305, Attn: John Elrod (elrodj@gtlaw.com) and Steven Rosenwasser (steven.rosenwasser@gtlaw.com); and (e) counsel for Janet Northrup, the Chapter 7 Trustee, Attn: Joshua W. Wolfshohl (jwolfshohl@porterhedges.com).

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WHEREFORE, McDermott respectfully requests entry of an order substantially in the form attached hereto as **Exhibit B** granting final allowance for professional services rendered and reimbursement of actual and necessary expenses incurred during the Final Compensation Period, including any and all holdbacks.

Dated: November 13, 2023

Respectfully submitted,

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs

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*Former Counsel to the Official Committee of
Unsecured Creditors*

EXHIBIT A

Declaration of Charles R. Gibbs

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, *et al.*,

Debtors.¹

Chapter 7
(Previously Chapter 11)

Case No. 23-90147 (EVR)

Jointly Administered

**DECLARATION OF CHARLES R. GIBBS IN SUPPORT OF FINAL
APPLICATION OF MCDERMOTT WILL & EMERY LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
APRIL 5, 2023 THROUGH AUGUST 24, 2023**

I, Charles R. Gibbs, hereby declare that the following statements are true and correct to the best of my knowledge:

1. I am a partner in the law firm of McDermott Will & Emery LLP (“McDermott” or the “Firm”). I am a member in good standing of the Bar of the State of Texas, and am admitted to practice before the Supreme Court of Texas, the United States District Courts for the Northern, Southern, Eastern and Western Districts of Texas and the United States Courts of Appeals for the First, Third, Fourth, Fifth, Eighth and Eleventh Circuits.

2. I have personally performed many of the legal services rendered by McDermott as counsel to the official committee of unsecured creditors (the “Committee”) of Mountain Express Oil Company, *et al.* and am thoroughly familiar with the other work performed on behalf of the Committee by the attorneys and other persons in the Firm.

¹ A complete list of each of the Debtors in these chapter 7 cases may be obtained on the Court’s website at www.ecf.txsb.uscourts.gov. The location of Debtor Mountain Express Oil Company’s principal place of business and the Debtors’ service address in these chapter 7 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

3. I have read the foregoing *Final Application of McDermott Will & Emery LLP for Compensation for Services and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from April 5, 2023 through August 24, 2023* (the “Application”).² To the best of my knowledge, information, and belief, the statements contained in the Application are true and correct. Moreover, I have reviewed the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of Texas and submit that the Application substantially complies with such rules. However, to the extent that the Application does not comply in all respects with such rules, I believe that such deviations are not material. McDermott has no agreement, directly or indirectly, and no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation received by McDermott will be shared among McDermott’s partners and employees as permitted by Bankruptcy Code section 504.

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the forgoing is true and correct to the best of my knowledge and belief.

Executed on November 13, 2023

/s/ Charles R. Gibbs

Charles R. Gibbs

EXHIBIT B

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, *et al.*,

Debtors.¹

Chapter 7
(Previously Chapter 11)

Case No. 23-90147 (EVR)

Jointly Administered

**ORDER GRANTING FINAL APPLICATION OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM APRIL 5, 2023 THROUGH AUGUST 24, 2023**

The Court has considered the *Final Application of McDermott Will & Emery LLP for Compensation for Services and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from April 5, 2023 through August 24, 2023* (the “Application”) filed by McDermott Will & Emery LLP (the “Applicant”), the Court orders:

1. Applicant is allowed compensation in the amount of \$2,916,744.39 and reimbursement of expenses in the amount of \$21,288.81 (for a total amount of \$2,938,033.20) for the period set forth in the application.
2. The compensation and reimbursement of expenses allowed in this order and all previous interim allowances of compensation and reimbursement of expenses are approved on a final basis.
3. The Debtors are authorized to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.

Dated: _____, 2023

¹ A complete list of each of the Debtors in these chapter 7 cases may be obtained on the Court’s website at www.ecf.txsb.uscourts.gov. The location of Debtor Mountain Express Oil Company’s principal place of business and the Debtors’ service address in these chapter 7 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

EXHIBIT C

Monthly Fee Statements

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-90147 (DRJ)

Jointly Administered

**FIRST MONTHLY FEE STATEMENT OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM APRIL 5, 2023 THROUGH APRIL 30, 2023**

Name of Applicant:	<u>McDermott Will & Emery LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>June 7, 2023, effective as of April 5, 2023</u> <u>[Docket No. 495]</u>
Period for Which Compensation and Reimbursement Will be Sought:	<u>April 5, 2023 to April 30, 2023</u>
Total Amount of Compensation to Be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$741,377.92</u>
Total Amount of Expense Reimbursement to be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$3,889.46</u>

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order*

¹ A complete list of each of the Debtors in these Chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at www.kccllc.net/mountainexpressoil. The location of Debtor Mountain Express Oil Company's principal place of business and the Debtors' service address in these Chapter 11 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of April 5, 2023, dated June 7, 2023 [Docket No. 495] (the “Retention Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated May 15, 2023 [Docket No. 408], (the “Interim Compensation Order”), McDermott Will & Emery LLP (“McDermott”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Mountain Express Oil Company, et al., and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submits this *First Monthly Fee Statement of McDermott Will & Emery LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from April 5, 2023 Through April 30, 2023* (this “Monthly Statement”).¹ Specifically, McDermott seeks (i) interim allowance of \$741,377.92 for the reasonable and necessary legal services that McDermott rendered to the Committee during the Fee Period; (ii) compensation in the amount of \$593,102.34, which is equal to 80% of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (*i.e.*, \$741,377.92); and (iii) allowance and payment of \$3,889.46 for the actual and necessary expenses that McDermott incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

Attached hereto as **Exhibit A** is a schedule of McDermott attorneys and paraprofessionals, who rendered services to the Committee in connection with these Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

¹ The period from April 5, 2023, through and including April 30, 2023, is referred to herein as the (“Fee Period”).

Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which McDermott is seeking payment in this Monthly Statement. All of the disbursements comprise the requested sum for McDermott's out-of-pocket expenses, which total \$3,889.46.

Attached hereto as **Exhibit C** are the time and expense records of McDermott, which provide a summary of the time spent by each McDermott professional during the Fee Period as well as an itemization of expenses.

Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by McDermott attorneys and paraprofessionals during the Fee Period with respect to each of the project categories McDermott established in accordance with its internal billing procedures. As reflected in **Exhibit D**, McDermott incurred \$741,377.92 in fees during the Fee Period. Pursuant to this Monthly Statement, McDermott seeks reimbursement for 80% of such fees (\$593,102.34 in the aggregate).

Notice

Pursuant to the Interim Compensation Order, this Monthly Statement has been served upon: (a) Debtor Mountain Express Oil Company, Attn: Michael Healy, CRO (michael.healy@fticonsulting.com); (b) counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 440 Louisiana Street, Suite 900, Houston, Texas 77002, Attn: Jeffrey N. Pomerantz (jpomerantz@pszjlaw.com) and Benjamin L. Wallen (bwallen@pszjlaw.com); (c) Office of the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jayson B. Ruff (jayson.b.ruff@usdoj.gov); and (d) counsel to the DIP Agent, Greenberg Traurig LLP, Terminus 200, 3333 Piedmont Road NE, Suite 2500, Atlanta, Georgia 30305, Attn: John Elrod (elrodj@gtlaw.com) and Steven Rosenwasser (steven.rosenwasser@gtlaw.com).

Dated: June 26, 2023
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs (Texas Bar No. 7846300)
Marcus A. Helt (Texas Bar No. 24052187)
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-and-

Maris J. Kandestin (admitted *pro hac vice*)
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*Counsel to the Official Committee of
Unsecured Creditors*

Exhibit A**Summary of Timekeepers Included in this Fee Statement**

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Corporate Advisory	125.10	\$1,479.00	\$185,022.90
Marcus A. Helt	Partner; Admitted in 2000; Corporate Advisory	118.30	\$1,317.50	\$155,860.25
Maris J. Kandestin	Partner; Admitted in 2004; Corporate Advisory	130.90	\$1,173.00	\$153,545.70
Joel C. Haims	Partner; Admitted in 1994; Trial	9.00	\$1,402.50	\$12,622.50
Debbie Green	Partner; Admitted in 2005; Trial	18.90	\$1,147.50	\$21,687.75
Eric C. Seitz	Counsel; Admitted in 2009; Corporate Advisory	50.80	\$1,062.50	\$53,975.00
ASSOCIATES				
Jane A. Gerber	Associate; Admitted in 2014; Corporate Advisory	80.00	\$1,062.50	\$85,000.00
Lucas B. Barrett	Associate; Admitted in 2019; Corporate Advisory	53.60	\$939.25	\$50,344.01
PARAPROFESSIONALS				
Daniel Northrop	Paralegal; Corporate Advisory	13.00	\$569.50	\$7,403.50
Cathy Greer	Paralegal; Corporate Advisory	35.00	\$454.75	\$15,916.31

Exhibit B

Expense Summary

Category	Amount
Messenger/Courier	\$34.92
Computer Assisted Research	\$3,706.62
Miscellaneous	\$2.00
Travel Expenses	\$145.92
TOTAL	\$3,889.46

Exhibit C

Time and Expense Records



Invoice: 3765403
Client: 120657

05/31/2023

Official Committee of Unsecured Creditors
38 Washington Square
Newport, RI 02840

For Services Rendered in Connection with:

Matter: 0011 Mountain Express Oil Company

Date	Name	Hours	Description
04/05/23	C. Gibbs	0.50	Conferences with M. Helt regarding staffing issues (0.5 hr).
04/05/23	C. Gibbs	2.50	Review of docket and multiple pleadings regarding background for engagement (2.5 hr).
04/06/23	C. Greer	1.00	*Mountain Express - review docket and prepare critical dates calendar.
04/06/23	M. Kandestin	6.00	Review pitch materials from potential financial advisors for the Committee (.5); call with C. Gibbs regarding case logistics (.7); review first and second day pleadings, first day declaration (4.8).
04/06/23	C. Gibbs	0.50	Conference with Debtor regarding stay violation by Coke bottler (0.5 hr).
04/06/23	C. Gibbs	2.10	Multiple conferences with MWE team regarding case admin issues (2.1 hr).
04/06/23	C. Gibbs	1.10	Conference PC with Debtor's counsel regarding case background and pending issues (1.1 hr).
04/06/23	C. Gibbs	0.60	Review of DIP Motion and Interim Order (0.6 hr).
04/06/23	C. Gibbs	0.30	Conference with co-counsel regarding prep of Objection (0.3 hr).
04/06/23	C. Gibbs	1.50	Review and revise of multiple emails regarding same (1.5 hr).
04/06/23	C. Gibbs	1.50	Meeting with UCC to organize and to hear FA pitches (1.5 hr).
04/06/23	J. Gerber	2.40	Review dealer conversion procedures motion (1.8); compile list of issues to address in objection (.60);
04/06/23	J. Gerber	5.60	Attend committee meeting (1.3); review case filings (2.0); draft committee meeting minutes (1.0); revise committee meeting minutes (.60); confer with C. Cowden on the same (.20); attend call with J. Dulberg and J. Pomerantz (.50).
04/06/23	M. Helt	4.30	Review/analyze pleadings to determine impact re



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Date	Name	Hours	Description
			unsecured creditors (2.4); phone call with debtors' counsel re same (.8); multiple phone calls with agent's counsel re DIP-financing issues and going-concern issues (.9).
04/07/23	D. Northrop	0.10	E-mail correspondence with C. Cowden regarding preparation and filing of multiple notices of appearance on behalf of MWE in the Mountain Express Oil case.
04/07/23	C. Greer	2.60	Prepare notice of appearance for MWE for C. Gibbs, M. Helt, and J. Gerber (.5); prepare notice of appearance for MWE for M. Kandestin (.2); prepare pro hac for M. Kandestin (.2); review docket and prepare Committee working group list (1.7).
04/07/23	M. Kandestin	1.60	Call with Province Team and MWE Team (.5); emails with C. Cowden regarding case logistics (.2); call with Debtors regarding DIP motion, conversion procedures motion, Cameron transaction motion (.4); call with J. Gerber and C. Cowden regarding case administration (.5).
04/07/23	M. Kandestin	7.30	Review deal conversion procedures motion (4.0); review Cameron stipulation and motion (2.3) sale and sale procedures motion; prepare analysis of deal conversion procedures (1.0).
04/07/23	C. Gibbs	0.70	Conference PC with Debtors' counsel regarding status of various pending matters (0.7 hr).
04/07/23	C. Gibbs	1.00	Conference PC with Province team regarding establishment of work streams (1.0 hr).
04/07/23	C. Gibbs	0.50	Conferences regarding conflict check efforts and review of initial responses (0.5 hr).
04/07/23	C. Gibbs	0.50	Multiple conferences with Province regarding budget for lease payments and potential rejections (0.5 hr).
04/07/23	C. Gibbs	0.40	Review of draft Show Cause Motion against Coke bottler (0.4 hr).
04/07/23	C. Gibbs	0.60	Review of multiple emails regarding sale procedure motion and Cameron transaction motion (0.6 hr).
04/07/23	C. Gibbs	0.70	Review of multiple emails regarding case admin matters (0.7 hr).
04/07/23	C. Gibbs	0.30	Conference with M. Kandestin regarding same (0.3 hr).
04/07/23	C. Gibbs	0.50	Follow up conference PC with MWE team regarding same (0.5 hr).
04/07/23	C. Gibbs	0.40	Conferences with co-counsel regarding prep of



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Date	Name	Hours	Description
			Employment Applications (0.4 hr).
04/07/23	J. Gerber	1.80	Continue review of procedures motion.
04/07/23	J. Gerber	0.50	Attend call with M. Kandestin, C. Gibbs, J. Pomerantz, J. Dulberg, M. Helt and C. Cowden on DIP financing and procedures motion (.50).
04/07/23	J. Gerber	1.90	Attend call with Province team, D. Dunn, M. Robinson, T. McLaren, O. Streiter and A. Rosen on financial information from debtors (.50); attend call with M. Kandestin and C. Cowden on sale procedures motion and task division (.50); confer with C. Cowden on bylaws and committee minutes (.30); revise committee minutes (.40); confer with C. Cowden on same (.20).
04/07/23	M. Helt	3.50	(Mountain Energy) attend call with Province (.4); prepare for and attend call with debtors' counsel re case issues (.7); attend to follow-up issues re case strategy and go-forward issues (1.9); review/analyze Cameron motion (.6).
04/08/23	C. Greer	1.00	Update notice of appearance for C. Gibbs, M. Helt and J. Gerber (.1); file same (.2); update notice of appearance for M. Kandestin (.1); file same (.2); file pro hac for M. Kandestin (.2); circulate filed documents (.2).
04/08/23	M. Kandestin	6.30	Continued preparation of analysis of dealer conversion transaction procedures motion (4.2); emails with J. Gerber regarding additional information regarding same; emails with MWE team regarding same (.3); prepare analysis of Cameron motion (1.8).
04/08/23	J. Gerber	2.50	Continue review of cited diminimis motions (1.5); compile outstanding items for M. Kandestin on the same (1.0).
04/09/23	M. Kandestin	0.10	Emails with MWE Team re: case strategy.
04/09/23	M. Kandestin	2.20	Emails with C. Gibbs re: dealer conversion procedures motion (.1); continued preparation of analysis of Cameron motion (2.0); emails with C. Gibbs and M. Helt re: same (.1).
04/10/23	C. Greer	0.60	Circulate agreed order granting debtors' emergency motion to show cause (.2); circulate order to appear and show cause against Coca-Cola (.2); circulate M. Kandestin pro hac order (.2).
04/10/23	C. Greer	1.50	Review docket and prepare critical dates calendar.



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Date	Name	Hours	Description
04/10/23	C. Gibbs	0.80	Weekly conference call with MWE team regarding status of work streams (0.8 hr).
04/10/23	C. Gibbs	0.80	Review of Motion For Show Cause Order and emails regarding same (0.8 hr).
04/10/23	C. Gibbs	0.60	Conferences with co-counsel regarding conflicts check status and prep of retention app (0.6 hr).
04/10/23	C. Gibbs	0.50	Review of draft of KERP Motion (0.5 hr).
04/10/23	C. Gibbs	0.60	Conferences with co-counsel regarding review of leases work stream and prep of emails regarding same (0.6 hr).
04/10/23	C. Gibbs	0.50	Conferences with co-counsel regarding issues with proposed DIP (0.5 hr).
04/10/23	C. Gibbs	0.70	Rev of pleadings and summaries re same (0.7 hr).
04/10/23	C. Gibbs	1.10	Multiple conferences with co-counsel regarding proposed asset sales and Motions regarding same (1.1 hr).
04/10/23	C. Gibbs	0.70	Review of multiple emails regarding case admin issues (0.7 hr).
04/10/23	C. Gibbs	0.60	Conferences with Province team regarding 13 week cash forecast and status of financial reporting (0.6 hr).
04/10/23	J. Gerber	7.00	Confer with M. Kandestin on status of procedures and sale objection (.40); draft objection to Cameron transaction (2.5); draft objection to dealer conversion transaction procedures (1.2); review revised procedures to dealer conversion transactions (.60); make additional revisions to the same (.30); confer with M. Kandestin on revised procedures (.30); confer with J. Pomerantz and J. Dulberg on revised procedures to dealer conversion transactions (.30); call with M. Kandestin, J. Pomerantz and J. Dulberg on dealer conversion transaction procedures and Cameron transaction (.50); address additional revisions to dealer conversion transaction procedures (.40); confer with J. Dulberg on the same (.20).
04/10/23	J. Gerber	0.70	Attend weekly team call with C. Gibbs, M. Helt, M. Kandestin and C. Cowden (.50); confer with A. Alonzo on hearing status (.20).
04/10/23	M. Helt	4.00	Attend UCC call (.5); review/analyze pleadings to determine UCC's position; review/analyze Interim DIP order; review/revise proposed FINAL DIP-financing order; prepare objection re same.



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Date	Name	Hours	Description
04/10/23	L. Barrett	0.30	Call with C. Gibbs.
04/10/23	L. Barrett	0.50	Review, analyze docket filings.
04/11/23	C. Greer	1.10	Circulate Debtors' witness and exhibit list for 4/12/23 hearing (.2); prepare witness and exhibit list for 4/14/23 hearing and circulate (.9).
04/11/23	C. Greer	0.40	Review local rules regarding exchange of witness and exhibit list (.2); update critical dates calendar (.2).
04/11/23	C. Gibbs	0.60	Conferences with co-counsel regarding case admin matters (0.6 hr).
04/11/23	C. Gibbs	0.40	Review of KERP Motion (0.5 hr); review of emails and summary regarding same (0.4 hr).
04/11/23	C. Gibbs	0.30	Review and revise of email from creditor regarding assistance (0.3 hr).
04/11/23	C. Gibbs	0.70	Weekly precall with Province (0.7 hr).
04/11/23	C. Gibbs	0.50	Conferences with co-counsel regarding prep of retention Applications and emails regarding same (0.5 hr).
04/11/23	C. Gibbs	0.50	Conferences with co-counsel regarding DIP Motion and open issues (0.5 hr).
04/11/23	C. Gibbs	0.50	Review of multiple emails regarding same (0.5 hr).
04/11/23	C. Gibbs	0.40	Conference with co-counsel regarding Cameron transaction and sale procedures motion status (0.4 hr).
04/11/23	C. Gibbs	0.40	Review of emails regarding same (0.4 hr).
04/11/23	C. Gibbs	0.50	Review of Show Cause Motion regarding Coke bottler and emails regarding same (0.5 hr).
04/11/23	C. Gibbs	0.50	Conferences with co-counsel regarding commencement of lease review and emails regarding same (0.5 hr).
04/11/23	C. Gibbs	0.60	Review of multiple emails regarding case admin matters (0.6 hr).
04/11/23	C. Gibbs	0.40	Review of draft of WIP list (0.4 hr).
04/11/23	C. Gibbs	0.90	Weekly UCC call (0.9 hr).
04/11/23	C. Gibbs	0.40	Conferences with Province and co-counsel regarding Debtor's lease rejection possibilities (0.4 hr).
04/11/23	J. Gerber	5.10	Update draft of proposed dealer conversion procedures order (.70); create and circulate red lines for discussion with M. Kandestin (.30); continue drafting objection to dealer conversion procedures order (2.80); confer with J. Dulberg and M. Kandestin on additional changes to dealer conversion procedures (.40); call with M. Kandestin on



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Date	Name	Hours	Description
			dealer conversion order and draft objections (.30); call with M. Kandestin, J. Dulberg, J. Pomerantz, FTI and Province on Cameron transaction and dealer conversion procedures (.60);.
04/11/23	J. Gerber	0.70	Attend calls with Province and MWE to prepare for committee meeting (.50); confer with C. Cowden on opening new matter (.20).
04/11/23	M. Helt	5.50	Finalize DIP-financing issues (2.2); phone call with Lender's counsel re Friday's hearing (.2); phone call with Province re case status (.5); phone call with debtors' counsel re DIP-financing issues (.7); attend UCC meeting (.9); attend follow-up phone call with lender's counsel re DIP-financing issues (.3); prepare revised final DIP-financing issues / list / order (.7).
04/11/23	L. Barrett	0.70	Review, analyze docket filings.
04/11/23	L. Barrett	0.60	Review and analyze KERP Motion.
04/11/23	L. Barrett	0.60	Draft summary of KERP Motion; review and revise same.
04/11/23	L. Barrett	0.30	Correspond with working group re KERP Motion.
04/11/23	L. Barrett	0.50	Attend call with working group, Province re Committee Call.
04/12/23	C. Greer	3.20	Retrieve and assemble exhibits for witness and exhibit list for 4/14/23 hearing (1.0); file same (.2); circulate to Debtors' counsel (.2); prepare Debtors' witness & exhibit list binder for 4/14/23 hearing (.7); prepare Committee's witness & exhibit list binder for 4/14/23 hearing (.6); review local rules regarding sharing exhibits and hearing binders (.3); circulate UST's witness & exhibit list for 4/14/23 hearing (.2).
04/12/23	C. Greer	0.10	Update critical dates calendar.
04/12/23	C. Greer	0.20	Circulate notice of lien filed by Oklahoma County Treasurer.
04/12/23	M. Kandestin	0.30	Emails with Province regarding Cameron transaction; emails with J. Gerber regarding data room; emails with Province team regarding same (.3).
04/12/23	M. Kandestin	3.10	Emails with Province regarding Debtors' financials; review same and emails with C. Gibbs and M. Helt regarding same (.5); emails and call with E. Seidlitz regarding lease analysis (.5); Prepare for call with



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Date	Name	Hours	Description
			Province regarding asset analysis (.2); call with A. Rosen regarding asset analysis, data room (.5); emails with C. Gibbs and M. Helt regarding Cameron Motion, DCPM, and data room (.4); review lease rejection analysis regarding Cameron Motion; emails with C. Gibbs and M. Helt regarding Cameron Motion (.4); calls and emails with E. Seidlitz regarding lease analysis (.4); review lease summary spreadsheet (.2).
04/12/23	M. Kandestin	0.80	Weekly call with Debtors' counsel regarding case status (.5); emails with C. Cowden regarding Committee WGLs, bylaws (.3).
04/12/23	M. Kandestin	0.40	Emails and call with C. Gibbs and M. Helt regarding open workstreams (.4).
04/12/23	M. Kandestin	0.60	Review summary of KERP motion (.2); review KERP Motion regarding same; call with A. Rosen regarding same (.4).
04/12/23	M. Kandestin	0.70	Emails with C. Cowden, J. Gerber, C. Greer regarding W/E List for April 14, 2023 hearing; review same (.3); attend April 14, 2023 hearing (.4).
04/12/23	C. Gibbs	1.30	Rev of multiple emails re case admin matters (1.3 hr).
04/12/23	C. Gibbs	0.60	Conf with MWE team re pending work streams (0.6 hr).
04/12/23	C. Gibbs	1.10	Prep for and attendance at hearing (1.1 hr).
04/12/23	C. Gibbs	0.50	Conf with Debtor's counsel re same (0.5 hr).
04/12/23	C. Gibbs	0.70	Multiple confs with co-counsel re DIP hearing issues (0.7 hr).
04/12/23	C. Gibbs	1.50	Rev of multiple emails re sales procedures motion and pending sales (1.5 hr).
04/12/23	J. Gerber	0.40	Confer with creditor S. Garcia on filing a proof of claim (.30); update C. Gibbs on same (.10).
04/12/23	J. Gerber	1.70	Revise committee minutes (.80); confer with C. Greer and M. Kandestin to finalize witness and exhibit list (.20); review witness and exhibit list and exhibits (.20); revise witness and exhibit list (.20); confer with FTI on data room access (.30).
04/12/23	M. Helt	4.00	Prepare for and attend DIP-lender's call (2.4); attend debtor call for Friday's hearing (.4); attend show-cause hearing (.3); prepare for and attend call with debtor's counsel re case issues (.9).



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Date	Name	Hours	Description
04/12/23	D. Green	5.00	Analyze lien issues and strategy communications with Marcus Helt regarding same.
04/12/23	L. Barrett	0.40	Attend hearing re order to show cause.
04/12/23	L. Barrett	0.30	Revise KERP Motion summary.
04/12/23	L. Barrett	0.20	Correspond with working group re KERP Motion.
04/12/23	L. Barrett	0.30	Correspond with Committee re same.
04/12/23	L. Barrett	0.60	Review, analyze docket filings.
04/13/23	C. Greer	0.20	Circulate notice of continued final DIP hearing.
04/13/23	C. Greer	0.20	Update critical dates calendar.
04/13/23	C. Greer	0.20	Circulate BFM Enterprises witness and exhibit list for 4/14/23 hearing.
04/13/23	C. Greer	0.20	Circulate BFM Enterprises limited objection and reservation of rights to conversion motion.
04/13/23	M. Kandestin	1.00	Detailed email to Committee regarding Cameron Motion and DCPM.
04/13/23	M. Kandestin	1.90	Emails with C. Gibbs regarding Cameron Motion and DCPM; emails with Province team regarding Cameron Motion (.4); emails with Debtors regarding same (.3); review BFM's objection to DCPM (.7); emails with J. Gerber, Debtors regarding same, including revised form of order (.5).
04/13/23	M. Kandestin	0.20	Emails with J. Gerber regarding Committee retention applications; emails with C. Cowden regarding OCP motion, independent director retentions.
04/13/23	C. Gibbs	1.60	Rev of multiple emails re case admin matters (1.6 hr).
04/13/23	C. Gibbs	0.70	Conf with co-counsel re same (0.7 hr).
04/13/23	C. Gibbs	1.10	Conf with Debtor's counsel and co-counsel re DIP Motion and objections to same (1.1 hr).
04/13/23	C. Gibbs	0.80	Rev of multiple emails re same (0.8 hr).
04/13/23	C. Gibbs	0.60	Rev of emails re KERP Motion (.6 hr).
04/13/23	E. Seitz	2.10	Review first-day declaration, docket, significant orders and pleadings (2.1).
04/13/23	J. Gerber	0.90	Review procedures objection filed by BNF (.40); compile issues list for M. Kandestin (.30); distribute requests for information from Province and debtors' counsel (.20).
04/13/23	J. Gerber	0.30	Confer with M. Kandestin on retention applications for McDermott and Province (.20); confer with L. Barrett on the same (.10).



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Date	Name	Hours	Description
04/13/23	M. Helt	2.00	Review/analyze Cameron transaction (.7); work on employment-application preparation (.6); analyze budget and sale issues (.7).
04/13/23	L. Barrett	0.50	Review correspondence with working group.
04/13/23	L. Barrett	0.40	Research retention application precedents.
04/13/23	L. Barrett	0.80	Review, analyze docket filings.
04/13/23	L. Barrett	0.40	Review, analyze data room documents.
04/13/23	L. Barrett	0.40	Draft retention application.
04/14/23	D. Northrop	0.40	Research for sample adversary complaints by official committees of unsecured creditors challenging the validity, extent and priority of liens granted to prepetition lenders.
04/14/23	C. Greer	0.20	Circulate Samnosh motion to compel redaction of executory contracts.
04/14/23	C. Greer	0.40	Circulate order authorizing closing of Cameron transaction (.2); circulate order establishing procedures for dealer conversion transaction (.2).
04/14/23	C. Greer	0.20	Update critical dates calendar.
04/14/23	C. Greer	1.80	Circulate Pachulski, FTI, and Raymond James & Associates retention applications (6); circulate Debtors' motion ratifying appointment of independent directors (.2); circulate interim compensation motion (.2); circulate ordinary course professionals motion (.2); review Pachulski, FTI and Raymond Jones & Associates retention applications for M. Helt regarding re: retainer funds (.6).
04/14/23	M. Kandestin	4.40	Emails with J. Gerber regarding motion to compel contract rejection (.2); Review lease agreements (3.7); detailed emails with C. Gibbs and M. Helt regarding same (.5).
04/14/23	M. Kandestin	0.40	Review interim comp motion; emails with C. Cowden regarding comments to interim comp motion.
04/14/23	M. Kandestin	0.50	Call with MWE and Province teams regarding case strategy.
04/14/23	M. Kandestin	0.20	Emails with Debtors regarding revised procedures order; review same.
04/14/23	M. Kandestin	0.20	Emails with C. Cowden regarding WIP items; emails with C. Cowden regarding weekly calls with Debtors.



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Date	Name	Hours	Description
04/14/23	M. Kandestin	1.20	Review Debtors' consolidated financials for 2021 and 2020 (1.0); review information re: dealer conversions (.2).
04/14/23	M. Kandestin	1.30	Prepare for and attend April 14, 2023 hearing.
04/14/23	C. Gibbs	0.80	Meeting with Province team re work streams (0.8 hr).
04/14/23	C. Gibbs	1.90	Review and revise of multiple emails re pending matters involving case admin (1.9 hr).
04/14/23	C. Gibbs	1.40	Prep for and attendance at hearings (1.4 hr).
04/14/23	C. Gibbs	1.10	Multiple confs with co-counsel re Cameron transaction closing and re final provisions to Sale Procedures motion (1.1 hr).
04/14/23	C. Gibbs	1.10	Rev of multiple emails re DIP Motion issues (1.1 hr).
04/14/23	C. Gibbs	0.50	Rev of multiple emails re same (0.5 hr).
04/14/23	C. Gibbs	0.80	Confs with co-counsel re same (0.8 hr).
04/14/23	C. Gibbs	0.80	Rev of emails re actual to budget variances and changes to proposed budget (0.8 hr).
04/14/23	C. Gibbs	0.80	Rev of multiple emails re KERP Motion (0.8 hr).
04/14/23	E. Seitz	3.80	Continue review of relevant pleadings and documents (1.5); review proposed final DIP order (0.6); research re applicable lien law (1.7).
04/14/23	J. Gerber	2.20	Review motion to compel rejection per M. Kandestin (.70); compile summary and list of suggested next steps (.80); confer with M. Kandestin and L. Barrett on the same (.30); email J. Dulberg and J. Pomerantz to address outstanding items on the motion to compel rejection(.20); email Province team for data on the debtors' operations related to the motion to compel rejection (.20).
04/14/23	J. Gerber	0.30	Review revised dealer conversion order (.30);
04/14/23	M. Helt	8.00	Work on sale/case-status issues (2.2); review/analyze DIP-financing issues (2.7); phone calls with UCC re same (.7); work on lien-review analysis (.7); research/analysis lease-recharacterization issues (1.5).
04/14/23	L. Barrett	0.80	Attend hearing on multiple motions.
04/14/23	L. Barrett	0.40	Call with working group, FA re status.
04/15/23	D. Northrop	0.90	Research for sample adversary complaints by official committees of unsecured creditors challenging the validity, extent and priority of liens granted to prepetition lenders (0.7); e-mail correspondence with E. Seitz regarding same (0.2).



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Date	Name	Hours	Description
04/15/23	J. Gerber	0.20	Confer with M. Helt on critical vendors.
04/15/23	M. Helt	4.00	Analysis re DIP-financing issues / budget (2.7); phone call with Province re same (.4); review/analyze final order (.8).
04/16/23	C. Gibbs	1.50	Rev of multiple emails re DIP issues (1.5 hr).
04/16/23	C. Gibbs	0.50	Rev of draft of Final DIP Order (0.5 hr).
04/16/23	C. Gibbs	0.70	Rev of multiple emails re case admin matters (0.7 hr).
04/16/23	M. Helt	3.50	Lengthy work on DIP-financing issues (2.9); phone call with DIP Lender's counsel re same (.2); follow-up work on same and other issues with Province (.4).
04/16/23	L. Barrett	0.40	Review, analyze proposed Final DIP Order.
04/17/23	C. Greer	0.20	Contact Debtors' counsel to obtain copy of 4/12/23 hearing transcript (.1); receipt, review and circulate 4/12/23 hearing transcript (.1).
04/17/23	M. Kandestin	1.80	Review WIP; emails with C. Cowden regarding revisions to same (.2); MWE Team call regarding open action items and case strategy (.4); emails with Province regarding open diligence items (.2); call with Province team regarding same (.5); call with C. Gibbs and M. Helt regarding case strategy (.3); emails with MWE Team regarding diligence updates (.2).
04/17/23	M. Kandestin	0.10	Emails with Debtors regarding status of KERP diligence.
04/17/23	M. Kandestin	4.00	Call with A. Rosen regarding DIP Budget; emails with Province team regarding same (.2); emails with M. Helt regarding DIP Objection (.2); calls (x2) with C. Cowden regarding Final DIP Order, objection to same (.6); review Debtors' updated Final DIP Order (.5); review draft DIP Objection (1.8); emails with C. Cowden regarding comments to same (.2); emails with M. Helt regarding motion for continuance; call with C. Gibbs and M. Helt regarding same; call with C. Cowden regarding same (.5).
04/17/23	M. Kandestin	0.20	Emails with Province team regarding leases.
04/17/23	C. Gibbs	2.10	Rev of draft budget (0.3 hr); confs with co-counsel and Province re same (0.5 hr); confs with co-counsel re issues with proposed DIP Motion (0.7 hr); confs with Debtor's counsel re same (0.6 hr).
04/17/23	C. Gibbs	1.50	Conf PC with MWE team re work streams and case admin matters (1.5 hr).
04/17/23	C. Gibbs	0.50	Confs with co-counsel and Province re review of proposed



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Date	Name	Hours	Description
			KERP payments (0.5 hr).
04/17/23	C. Gibbs	0.60	Conf with co-counsel re prep of MWE Retention App status and review of emails re same (0.6 hr).
04/17/23	C. Gibbs	0.90	Rev of Motion To Reject Leases and conf with co-counsel re same (0.9 hr).
04/17/23	E. Seitz	5.80	Pre-petition lien review and analysis (5.8).
04/17/23	J. Gerber	4.70	Review conflicts reports (.30); confer with L. Barrett and C. Cowden on the same (.20); review draft Province retention application (.90); revise draft Province retention application (3.1); confer with M. Kandestin on the same (.20).
04/17/23	J. Gerber	1.00	Attend weekly team meeting with C. Gibbs, M. Helt, M. Kandestin, C. Cowden and L. Barrett (.50); confer with M. Kandestin on WIP (.10); review draft of updated WIP (.20); confer with Province and Debtors on data room access (.20).
04/17/23	M. Helt	4.50	Multiple calls with Province re liquidity and operations (.8); multiple calls with lender's counsel re DIP-financing issues (1.5); work with debtor on liquidity and DIP-financing issues (.5); review/strategy re DIP-financing objection (.9); work on same (.8).
04/17/23	D. Green	2.10	Work on memo regarding DIP order (2.0); communications with Marcus Helt regarding same (.1).
04/17/23	L. Barrett	0.40	Call with PSZJ re DIP.
04/17/23	L. Barrett	0.50	Review, analyze DIP Financing Order comments.
04/17/23	L. Barrett	0.50	Review, analyze WIP Report.
04/17/23	L. Barrett	0.70	Revise WIP Report.
04/17/23	L. Barrett	0.60	Correspond with working group re case status.
04/17/23	L. Barrett	0.60	Review, analyze bylaws.
04/17/23	L. Barrett	0.40	Review, analyze docket filings.
04/17/23	L. Barrett	0.40	Attend weekly call with working group re status.
04/18/23	D. Northrop	0.20	Commence UCC and lien searches for Mountain Express Oil Company and eleven (11) affiliate guarantors of the amended and restated credit agreement (.1); telephone call with E. Seitz regarding same (.1).
04/18/23	C. Greer	0.40	Prepare witness and exhibit list for 4/20/23 hearing (.2); circulate notice of continuation of 4/20/23 hearing (.2).
04/18/23	C. Greer	0.20	Circulate Debtor's emergency first omnibus motion to



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Date	Name	Hours	Description
			reject unexpired leases.
04/18/23	C. Greer	0.20	Update critical dates calendar.
04/18/23	C. Greer	0.20	Circulate the Necessity Landlords objection to final DIP order.
04/18/23	M. Kandestin	6.30	Revise motion for continuance regarding DIP motion (3.3); multiple emails with C. Gibbs, M. Helt, and C. Cowden regarding same (.5); call with M. Helt regarding same; emails with C. Cowden regarding same (.2); further revise motion for continuance regarding DIP motion (.6); emails with C. Cowden regarding additional comments to same; emails with C. Gibbs and M. Helt regarding discovery regarding DIP motion; emails with Province team regarding cash collateral motion and KERP motion (.4); call with Province team regarding same (.4); emails with C. Gibbs and M. Helt regarding same (.2); call with C. Gibbs and M. Helt regarding DIP objection and discovery (.5); call with C. Cowden regarding revisions to DIP Objection (.2).
04/18/23	M. Kandestin	0.70	Review Debtors' CIM and request for IOIs regarding sale process (.7).
04/18/23	M. Kandestin	0.20	Emails with C. Cowden regarding W/E list for April 20, 2023 hearing, adjournment of same (.2).
04/18/23	M. Kandestin	0.20	Emails with MWE team, Province team regarding lease rejection motion (.2).
04/18/23	M. Kandestin	0.20	Communications with J. Gerber regarding Province retention application; communications with J. Gerber regarding OCP Motion (.2).
04/18/23	C. Gibbs	1.40	Rev of multiple emails re case admin matters (0.9 hr); confs with co-counsel re same (0.5 hr).
04/18/23	C. Gibbs	3.00	Rev of multiple emails re objections to DIP Motion and re negotiated resolution (1.4 hr); rev of draft Objection (0.5 hr); confs with co-counsel re hearing prep for DIP Motion (1.1 hr).
04/18/23	C. Gibbs	1.50	Multiple confs with co-counsel re Motion to Reject Leases (0.8 hr); rev of lease schedule (0.4 hr); conf with Debtor's counsel re same (0.3 hr).
04/18/23	E. Seitz	3.90	Pre-petition lien review and analysis (3.9).
04/18/23	E. Seitz	0.90	Review docket and recently-filed pleadings (0.9).



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Date	Name	Hours	Description
04/18/23	M. Helt	3.50	Lengthy work on DIP-financing issues (2.9); phone call with DIP Lender's counsel re same (.2); follow-up work on same and other issues with Province (.4).
04/18/23	L. Barrett	1.90	Draft retention application.
04/18/23	L. Barrett	0.40	Review, analyze conflicts report.
04/18/23	L. Barrett	0.20	Review, analyze witness and exhibit list.
04/18/23	L. Barrett	0.50	Review, analyze working group correspondence re case status.
04/18/23	L. Barrett	0.50	Review, analyze precedent retention applications.
04/18/23	L. Barrett	0.40	Draft email to conflicts team re retention.
04/18/23	L. Barrett	0.50	Review, analyze Motion to Continue.
04/19/23	D. Northrop	2.40	Conduct UCC and lien searches for Mountain Express Oil Company and eleven (11) affiliate guarantors of the amended and restated credit agreement (1.3); e-mail correspondence with E. Seitz regarding search results (0.3); research secretary of state filings, including certificate of formation, to confirm the names of the guarantor entities (0.8).
04/19/23	C. Greer	0.20	Review and circulate Samnosh withdrawal of motion to compel rejection of executory contract.
04/19/23	C. Greer	0.10	Update critical dates calendar.
04/19/23	M. Kandestin	9.90	Review draft DIP Objection (1.1); multiple emails with C. Cowden regarding same (.5); revise same (6.1); calls (x2) with Debtors and Committee regarding DIP Hearing, Interim DIP Order, case status (1.3); communications with C. Gibbs regarding motion to reconsider Interim DIP Order; communications with J. Gerber regarding same (.2); call with C. Gibbs and M. Helt regarding same and April 25, 2023 hearing (.7).
04/19/23	M. Kandestin	0.70	Communications with C. Cowden regarding agenda for call with Committee; revise agenda for call with Committee; emails with C. Gibbs regarding same (.5); emails with C. Gibbs regarding by-laws and presentation materials for Committee meeting; emails with A. Rosen regarding same (.2).
04/19/23	C. Gibbs	1.80	Rev of multiple emails re pending work stream status (1.1 hr); confs with co-counsel re same (0.7 hr).
04/19/23	C. Gibbs	0.60	Rev of emails re status of prep of Retention Apps for



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Date	Name	Hours	Description
			MWE and Province (0.6 hr).
04/19/23	C. Gibbs	0.50	Confs with co-counsel and Province re final approval of KERP and rev of emails re same (0.5 hr).
04/19/23	C. Gibbs	4.10	Multiple confs with co-counsel re issues related to DIP Motion (1.5 hr); confs with co-counsel re prep of Motion for Reconsideration and rev of draft of same (1.0 hr); rev of revised draft of Objection (0.6 hr); rev of multiple emails re same (1.0 hr).
04/19/23	C. Gibbs	1.60	Weekly call with Debtor's advisors re pending matters and case admin issues (1.1 hr); follow-up call with Debtor's advisors re same (0.5 hr).
04/19/23	E. Seitz	5.70	Pre-petition lien review and analysis (5.7).
04/19/23	E. Seitz	0.40	Review docket and recently-filed pleadings (0.4).
04/19/23	J. Gerber	5.00	Confer with M. Helt on motion for reconsideration (.30); research motion for reconsideration (1.50); draft motion for reconsideration (2.20); revise motion for reconsideration (1.0).
04/19/23	J. Gerber	2.50	Compile issues list on motion for ordinary course professionals procedures (1.80); review motion for ordinary course professionals procedures (.70).
04/19/23	J. Gerber	1.80	Revise retention application for Province (1.10); research prior financial advisor retention applications (.70).
04/19/23	M. Helt	4.20	Phone calls with debtors on sale process and next steps (1.3); work on sale-related and operational issues (2.9).
04/19/23	M. Helt	8.60	Lengthy work on DIP-financing issues (1.7); work with Province re same (.5); phone call with lender's counsel re same (.2); finalize draft motion for relief of financing order (3.4); prepare for contested DIP-financing hearing (2.8).
04/19/23	D. Green	2.50	Strategy communications with Marcus Helt; review draft motion; research related to motion for reconsideration; communications with Jane Gerber regarding revising motion.
04/19/23	L. Barrett	0.50	Review, analyze draft motion.
04/19/23	L. Barrett	0.50	Review, analyze updated draft DIP Objection.
04/19/23	L. Barrett	0.10	Call with C. Gibbs re research.
04/19/23	L. Barrett	0.40	Correspond with working group re case status.
04/19/23	L. Barrett	1.00	Call with PSZJ.



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Date	Name	Hours	Description
04/19/23	L. Barrett	0.30	Follow up call with PSZJ.
04/19/23	L. Barrett	0.30	Research re DIP.
04/19/23	L. Barrett	0.30	Review, analyze Committee Call Agenda.
04/19/23	L. Barrett	0.60	Research Notice on Motion to Reconsider.
04/20/23	C. Greer	0.80	Prepare witness and exhibit list for 4/25/23 hearing (.5); assemble exhibits to same (.3).
04/20/23	C. Greer	0.50	Review local rules regarding filing under seal for D. Green and J. Gerber and retrieve samples of motion to seal from Griddy Energy case.
04/20/23	C. Greer	3.00	Review and finalize motion to file under seal the motion for reconsideration (.6); review complex procedures regarding notice provisions and local rules regarding service (.4); file motion to seal (.2); circulate (.2); review and finalize motion for reconsideration (.6); file under seal motion for reconsideration (.2); circulate (.2); serve motion to seal and motion for reconsideration (.1); email motion to seal and motion for reconsideration to chambers (.1); prepare notice of hearing (.4).
04/20/23	M. Kandestin	9.40	Multiple communications (x11) with C. Gibbs, M. Helt regarding motion for reconsideration of Interim DIP Order (.8); multiple communications (x10) with C. Cowden regarding same (.6); revise same (2.8); call with Debtors regarding discovery regarding: DIP motion (.5); communications with Debtors' counsel regarding same (.3); multiple communications (x23) with C. Cowden regarding revisions to objection to entry of Final DIP Order (1.4); call with C. Cowden regarding same; call with M. Helt regarding motion to seal, motion for reconsideration (.4); communications with C. Cowden regarding same (.2); revise objection to entry of Final DIP Order (2.3); emails with MWE team regarding same (.1).
04/20/23	M. Kandestin	2.20	Communications with C. Gibbs regarding agenda for Committee call; revise same; communications with C. Cowden regarding same (.5); communications with Province team regarding materials for Committee call (.2); attend weekly call with MWE and Province teams regarding Committee call (.5); attend weekly call with Committee members (1.0).



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Date	Name	Hours	Description
04/20/23	C. Gibbs	1.40	Rev of Motion For Reconsideration draft (0.7 hr); rev of draft of Objection to DIP Motion (0.7 hr).
04/20/23	C. Gibbs	3.80	Rev of multiple emails re case admin matters and pending work streams (1.1 hr); ; precall with Province to prepare for weekly call with UCC (0.7 hr); rev of materials prepared by Province re diligence status (0.4 hr); confs with co-counsel re status of multiple work streams (0.6 hr); weekly meeting with UCC and prep for same (1.0 hr).
04/20/23	E. Seitz	0.70	Pre-petition lien review and analysis (0.7).
04/20/23	E. Seitz	0.30	Review docket and recently-filed pleadings (0.3).
04/20/23	J. Gerber	4.10	Revise draft of motion for reconsideration (2.5); confer with M. Helt and D. Green on the same (.30); confer with D. Green on motion to redact (.30); confer with C. Greer on the same (.30); confer with A. Alonzo on filing emergency motions (.10); update C. Greer and D. Green on the same (.30); communicate with C. Greer on local rules and filing timelines (.30).
04/20/23	J. Gerber	0.20	Confer with L. Barrett on WIP update (.20).
04/20/23	M. Helt	0.90	Work on sale issues (.9).
04/20/23	M. Helt	11.30	Phone calls with debtors' re DIP-financing issues (.6); work with Province on follow-up issues (.3); finalize motion for relief from Interim DIP re priming DIP financing (6.9); attend Province weekly call (.5); attend UCC call (1.0); follow-up work on priming DIP preparations/hearing (1.6); phone call from debtor's counsel re lender issues (.2); phone call from DIP lender's counsel re debtor issues (.2).
04/20/23	M. Helt	0.30	Work on cash-management review/issues (.3).
04/20/23	D. Green	6.50	Review revisions to motion for reconsideration; work on motion for reconsideration including additional research; communications with M. Helt regarding same; communications with Marcus Helt regarding motion to seal; work on motion to seal and communications with team regarding same; work on notice of hearing and communications with C. Greer regarding same; finalize filing and work with team on filing.
04/20/23	J. Haims	1.50	Correspondence about DIP motion, motion for reconsideration, depositions and case strategy and review



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			relevant case documents.
04/20/23	L. Barrett	1.00	Call with Committee.
04/20/23	L. Barrett	0.60	Correspond with working group re case status.
04/20/23	L. Barrett	2.20	Draft motion to seal.
04/20/23	L. Barrett	0.40	Draft Committee minutes.
04/20/23	L. Barrett	0.50	Call with working group.
04/21/23	D. Northrop	2.10	Conduct UCC and lien searches for Mountain Express Oil Company affiliate guarantors of the obligations under the amended and restated credit agreement (0.8); research for UCC, lien, and real property filings in Cherokee and Pickens County, Georgia naming Mountain Express Oil Company as debtor/grantor (1.1); e-mail correspondence with E. Seitz regarding search results (0.2).
04/21/23	C. Greer	5.50	File notice of hearing regarding Committee's motion to seal and reconsideration motion (.2); circulate same (.2); update witness and exhibit list for 4/25/23 hearing (.3); assemble exhibits to same (.3); circulate Debtors' witness and exhibit list for 4/25/23 hearing (.2); file Committee's witness and exhibit list for 4/25/23 hearing (.2); circulate (.2); email same to Debtors' counsel, UST and counsel to DIP lender (.1); prepare binder for Debtors' witness and exhibit list (1.1); prepare binder for Committee's witness and exhibit list (1.1); review docket, prepare index and binder for pleadings scheduled for 4/25/23 hearing (1.6).
04/21/23	M. Kandestin	9.70	Call with C. Gibbs regarding DIP objection (.2); multiple communications (x35) with C. Cowden regarding same (1.6); revise same (4.5); call with MWE Team regarding deposition and hearing prep regarding DIP issues (.4); emails with Debtors' counsel regarding DIP Objection; emails with C. Gibbs and M. Helt regarding same (.4); review updated versions of DIP Objection (2.6).
04/21/23	C. Gibbs	4.70	Work on drafts of Motion For Reconsideration and Objection to DIP Motion (2.8 hr); rev of multiple emails re same (0.4 hr); multiple confs with co-counsel re same (1.5 hr).
04/21/23	C. Gibbs	1.60	Rev of multiple emails re case admin matters (0.9 hr); confs with co-counsel re pending work stream status (0.7 hr).



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Date	Name	Hours	Description
04/21/23	C. Gibbs	0.90	Work on MWE retention app (0.9 hr).
04/21/23	E. Seitz	2.90	Pre-petition lien review and analysis (2.9).
04/21/23	E. Seitz	0.90	Review docket and recently-filed pleadings (0.9).
04/21/23	J. Gerber	0.90	Litigation call with J. Haim, C. Gibbs, M. Helt, M. Kandestin and L. Barrett (.40); review DIP objection draft (.50).
04/21/23	J. Gerber	0.90	Review draft of witness and exhibit list and exhibits to be filed (.50); confer with M. Kandestin and C. Greer on the same (.30); confer with E. Seitz on lease information (.10).
04/21/23	J. Gerber	2.70	Confer with T. McLaren and M. Robinson on Province retention application (.40); review draft of MWE retention application (1.50); compile revisions to the same (.80).
04/21/23	M. Helt	2.90	Work on sale issues.
04/21/23	M. Helt	7.20	Lengthy work on DIP-financing issues.
04/21/23	D. Green	0.70	Communications with Cathy Greer regarding filing (.3); communications with Marcus Helt regarding filings (.1); communications with Cathy Greer regarding notice of hearing (.2); communications with Marcus Helt (.1).
04/21/23	J. Haims	6.00	Prepare for J. Tibus deposition and DIP motion hearing and conversations and correspondence regarding same and case strategy.
04/21/23	L. Barrett	0.50	Attend discovery coordination working group call.
04/21/23	L. Barrett	0.40	Review, analyze motion for relief.
04/21/23	L. Barrett	0.30	Review, analyze executed engagement letter.
04/21/23	L. Barrett	1.20	Draft MWE Retention Application.
04/21/23	L. Barrett	0.10	Correspond with conflicts team re retention information.
04/21/23	L. Barrett	0.20	Correspond with J. Haims re document request.
04/21/23	L. Barrett	0.30	Correspond with working group re motion to seal.
04/22/23	M. Kandestin	0.80	Call and emails with M. Helt regarding Final DIP Order; emails with C. Cowden regarding same (.3); review current version of Final DIP Order (.5).
04/22/23	C. Gibbs	1.30	Multiple confs with co-counsel and debtor's counsel re proposed DIP Loan modifications in resolution of Objections (0.8 hr); rev of multiple emails re same (0.5 hr).
04/22/23	C. Gibbs	0.30	Rev of draft Retention App (0.3 hr).
04/22/23	C. Gibbs	0.60	Rev of Motion To Reject Leases and draft Objection from Necessity Landlord (0.6 hr).



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Date	Name	Hours	Description
04/22/23	M. Helt	2.90	Work on DIP-financing issues (2.9).
04/22/23	J. Haims	1.00	Prepare for J. Tibus deposition and DIP motion hearing and correspondence regarding same and case strategy.
04/23/23	M. Kandestin	0.70	MWE Team call (.6); communications with L. Barrett regarding WIP and critical dates calendar (.1).
04/23/23	M. Kandestin	2.50	Review correspondence regarding: status of DIP discussions and call with M. Helt regarding: same (.2); continued review updated draft Final DIP Order and interim comp order (.3); emails with C. Cowden regarding: same (.3); calls (x3) with M. Helt regarding: Final DIP Order (.5); call with counsel for Debtors and DIP Lenders regarding: DIP issues (.4); all hands professionals call regarding: DIP Issues (.7); emails with C. Gibbs and M. Helt regarding: same (.1).
04/23/23	M. Kandestin	0.90	Review same RJ retention application (.7); emails with M. Helt regarding same (.2).
04/23/23	C. Gibbs	1.60	Multiple confs with co-counsel and debtor's counsel re proposed DIP Loan modifications in resolution of Objections (0.8 hr); rev of multiple emails re same (0.5 hr).
04/23/23	C. Gibbs	1.00	Team call to discuss pending work streams (1.0 hr).
04/23/23	C. Gibbs	0.60	Rev of revised draft of Final DIP Order (0.3 hr); rev of revised DIP Budget (0.3 hr).
04/23/23	E. Seitz	0.70	Attend group conference call (0.7).
04/23/23	E. Seitz	0.30	Review lease rejection motion (0.3).
04/23/23	J. Gerber	0.70	Attend team call on outstanding deliverables for Committee (.70).
04/23/23	M. Helt	5.50	Lengthy work on financing issues (2.9); lengthy phone calls with debtor, lender, and internal team (2.6).
04/23/23	J. Haims	0.30	Correspondence about DIP motion hearing and case strategy.
04/23/23	L. Barrett	0.20	Correspond with J. Gerber re MWE Retention Application.
04/23/23	L. Barrett	3.20	Review, revise MWE Retention Application.
04/23/23	L. Barrett	0.80	Attend working group call re case status.
04/24/23	D. Northrop	0.10	Review documents in MEX data room.
04/24/23	C. Greer	0.20	Circulate Necessity Landlords' objection to Debtors' first omnibus motion to reject executory contracts, subleases



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Date	Name	Hours	Description
			and related contracts.
04/24/23	C. Greer	0.20	Circulate Necessity Landlords' supplemental objection to final DIP order.
04/24/23	C. Greer	0.50	Circulate lender's witness & exhibit list for 4/25/23 hearing (.2); prepare binder of same (.3).
04/24/23	C. Greer	0.20	Circulate notice of amended hearing re: Debtors' emergency first omnibus motion to reject unexpired leases, subleases and related contracts.
04/24/23	C. Greer	0.20	Circulate certification of counsel regarding final cash management order.
04/24/23	C. Greer	0.10	Update critical dates calendar.
04/24/23	M. Kandestin	1.80	Call and emails with C. Cowden regarding: Committee updates (.2); detailed email memorandum update to Committee regarding: final DIP terms (1.4).
04/24/23	M. Kandestin	0.40	Emails with J. Gerber regarding: OCP motion, issues regarding: same; emails with J. Gerber regarding: Province retention application (.4).
04/24/23	M. Kandestin	9.10	Call with Debtors and DIP Lenders regarding: DIP Credit Agreement (.4); calls (x3) with M. Helt regarding: same, DIP issues (.8); calls (x2) with A. Rosen regarding: cash flow projections (.4); call with J. Pomerantz regarding: same (.2); emails with DIP Lenders regarding: updated DIP documents (.2); emails with C. Cowden regarding: same; emails with C. Gibbs and M. Helt regarding: same (.4); review current versions of DIP Order, Credit Agreement, and First Amendment (4.6); calls (x2) with C. Gibbs and M. Helt regarding: DIP Order, Credit Agreement, and First Amendment (1.3); multiple emails (x11) with C. Gibbs and M. Helt regarding: same (.8).
04/24/23	M. Kandestin	0.50	Call with A. Rosen regarding: lease rejection motion (.3); emails with E. Seitz regarding: same; emails with C. Gibbs, M. Helt, and E. Seitz regarding: same (.2).
04/24/23	C. Gibbs	11.70	Rev of multiple drafts of Final DIP Order (2.1 hr); multiple confs with co-counsel, Lender's counsel and Debtor's counsel re efforts to resolve issues on proposed DIP (6.9 hr); r/r of multiple emails re same (1.8 hr); prep for contested hearing (0.9 hr).
04/24/23	E. Seitz	7.00	Review applicable leases re rejection motion (6.7);



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Date	Name	Hours	Description
04/24/23	J. Gerber	2.50	correspondence with co-counsel re same (0.3). Review draft committee meeting minutes for April 11 meeting (.40); revise draft of same (.80); review draft committee meeting minutes for April 20 meeting (.40); revise draft of same (.70); confer with C. Gibbs on meeting minutes (.10); confer with C. Greer on upcoming 341 meeting coverage (.10).
04/24/23	J. Gerber	6.10	Draft email to Province team on retention application (.30); review updated application draft from Province (.70); revise updated draft application (.50); confer with T. McLaren on the same (.20); confer with M. Kandestin on the same (.20); review updates on MWE retention application from L. Barrett (1.0); confer with L. Barrett on edits to the same (.40); confer with M. Kandestin on motion to approve procedures for ordinary course professionals (.20); confer with B. Wallen on proposed order for ordinary course professionals (.20); revise proposed order for ordinary course professionals per discussion with M. Kandestin (1.40); review employment of auditors in the SDTX per M. Kandestin (.70); confer with C. Gibbs and M. Kandestin on research (.30).
04/24/23	M. Helt	8.50	Prepare for tomorrow's hearing (3.7); review/analyze revised documents (2.9); prepare for and participate in lengthy negotiations re same (1.9).
04/24/23	D. Green	0.10	Communications with Marcus Helt proposed language in agreement.
04/24/23	J. Haims	0.20	Correspondence about DIP motion hearing and case strategy.
04/24/23	L. Barrett	1.60	Review, revise MWE Retention Application.
04/24/23	L. Barrett	0.80	Review, analyze revised DIP Financing Order.
04/24/23	L. Barrett	0.20	Review call agenda.
04/24/23	L. Barrett	0.30	Review, revise work in progress tracker.
04/24/23	L. Barrett	0.30	Revise draft UCC meeting minutes.
04/24/23	L. Barrett	0.50	Review correspondence with working group re case status.
04/24/23	L. Barrett	0.40	Review, analyze correspondence re works in progress.
04/24/23	L. Barrett	0.20	Correspond with conflicts team re information request.
04/24/23	L. Barrett	1.40	Draft minutes re UCC Meeting 4/20 .



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3765403
 Invoice Date: 05/31/2023

Date	Name	Hours	Description
04/25/23	C. Greer	3.40	Circulate agenda for 4/25/23 hearing (.2); circulate corrected agenda for 4/25/23 hearing (.2); retrieve pleadings and prepare corrected agenda hearing binder (1.0); prepare Committee's amended witness and exhibit list for 4/25/23 hearing and assemble exhibits (.4); file same (.2); circulate and serve by email (.2); prepare updated Committee's witness & exhibit list binder (.4); circulate Debtor's amended witness & exhibit list for 4/25/23 hearing (.2); prepare Debtors' amended witness & exhibit list binder (.6).
04/25/23	C. Greer	0.20	Circulate agreed order granting debtors' emergency show cause motion re: Coca-Cola.
04/25/23	C. Greer	0.70	Circulate notice of filing of proposed revised final DIP order (.2); circulate final DIP order and calendar deadlines re: same (.5).
04/25/23	C. Greer	0.10	Update critical dates calendar.
04/25/23	M. Kandestin	6.50	Multiple emails (x>26) with C. Gibbs, M. Helt regarding DIP (1.6); calls (x6) with M. Helt regarding comments to Final DIP Order (1.0); revise Final DIP Order (1.8); call and multiple (x11) emails with Debtors and Lenders regarding comments to Final DIP Order (.7); calls (x2) and emails with DIP Lenders regarding same (.9); multiple emails (x10) with C. Cowden regarding Final DIP Order (.5).
04/25/23	M. Kandestin	2.60	Prepare for Committee calls (.4); call with MWE and Province Teams regarding committee calls (.4); calls (x2) with Committee members regarding DIP and case issues (1.1); emails with C. Cowden regarding revisions to agenda for April 25, 2023 Committee call (.2); emails with C. Cowden regarding Committee requests for information (.2); emails with Committee regarding DIP, Committee meeting minutes (.3).
04/25/23	M. Kandestin	0.10	Emails with J. Gerber regarding OCP issues (.1).
04/25/23	M. Kandestin	0.10	Emails with C. Gibbs and M. Helt regarding KERP (.1).
04/25/23	M. Kandestin	2.10	Prepare for April 25, 2023 hearing (.6); attend April 25, 2023 hearing (1.5).
04/25/23	C. Gibbs	3.00	Attendance at final DIP hearing (3.0 hr).
04/25/23	C. Gibbs	1.50	Precall with Province (0.5 hr); rev of deck from Province



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3765403
 Invoice Date: 05/31/2023

Date	Name	Hours	Description
04/25/23	C. Gibbs	6.30	re Budget-to-Actual (0.3 hr); weekly call with UC (0.7 hr). Prep for hearing (1.5 hr); negotiations with Debtor and Lender re DIP Order (2.4 hr); rev of multiple drafts of Order and multiple emails re same (2.4 hr).
04/25/23	E. Seitz	4.80	Continue lease review re rejection motion (2.9); draft summary of initial findings (1.9).
04/25/23	J. Gerber	0.40	Attend pre-hearing call with committee (.40).
04/25/23	J. Gerber	1.50	Attend hearing on DIP financing (1.5).
04/25/23	J. Gerber	2.20	Review financial advisor applications and orders to address question on travel billing (.80); confer with M. Kandestin on the same (.30); compile request for data on potential fraudulent transfers (.90); confer with M. Kandestin on the same (.20).
04/25/23	J. Gerber	1.20	Review debtors' pre-hearing filings (.50); pre-UCC call with Province team (.30); confer with G. Greer on updated exhibits and exhibit list for hearing (.40).
04/25/23	M. Helt	6.90	Prepare for and attend DIP-financing hearing (6.9).
04/25/23	M. Helt	1.50	Attend morning UCC call re DIP-financing issues (.4); attend Province call re same and regarding next steps (.4); attend afternoon UCC call re DIP-financing issues and next steps re estate administration and sale (.7).
04/25/23	L. Barrett	0.30	Review Committee Call Agenda.
04/25/23	L. Barrett	0.30	Review Committee witness and exhibit list.
04/25/23	L. Barrett	0.90	Review, revise WIP List.
04/25/23	L. Barrett	0.40	Review, analyze correspondence with working group re case status.
04/25/23	L. Barrett	0.30	Review, analyze Province presentation.
04/25/23	L. Barrett	1.50	Attend DIP Hearing.
04/25/23	L. Barrett	0.40	Call with Province re preparation for Committee Call.
04/25/23	L. Barrett	0.70	Attend weekly Committee Call.
04/25/23	L. Barrett	0.70	Review, analyze revised DIP Terms.
04/25/23	L. Barrett	0.70	Review, analyze as filed Final DIP Order.
04/25/23	L. Barrett	0.30	Review, analyze Complex Chapter 11 Procedures.
04/25/23	L. Barrett	0.50	Review, revise MWE retention application.
04/25/23	L. Barrett	0.30	Review amended witness and exhibit list.
04/25/23	L. Barrett	0.40	Call with Committee re DIP Issues.
04/26/23	D. Northrop	0.10	E-mail correspondence with T. McLaren of Province regarding data room access.



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3765403
 Invoice Date: 05/31/2023

Date	Name	Hours	Description
04/26/23	D. Northrop	1.70	Review background documents, including first day declaration, final DIP Order and prepetition credit agreement (1.1); draft form of request for production of documents by the UCC directed to the Prepetition Administrative Agent and DIP Agent (0.6).
04/26/23	C. Greer	0.20	Circulate final cash management order.
04/26/23	C. Greer	0.50	Contact debtors' counsel to obtain 4/14/23 hearing transcript (.1); review and circulate 4/14/23 hearing transcript (.2); update critical dates calendar (.2).
04/26/23	C. Greer	0.20	Circulate KERP order.
04/26/23	M. Kandestin	3.00	Review and finalize Province retention application (.9); emails with C. Gibbs, J. Gerber regarding same (.2); emails with J. Gerber regarding OCP issues (.2); review Raymond James retention application (1.9).
04/26/23	M. Kandestin	0.20	Emails with C. Gibbs and M. Helt regarding Lease Rejection Motion; emails with Province Team regarding same (.2).
04/26/23	M. Kandestin	1.40	Emails with C. Gibbs and M. Helt regarding KERP (.1).
04/26/23	C. Gibbs	2.10	Rev of multiple emails re pending work streams (0.6 hr); multiple confs with co-counsel re same (0.7 hr); weekly call with Debtor's advisors (0.8 hr).
04/26/23	C. Gibbs	0.80	Work on MWE and Province Retention Apps (0.8 hr).
04/26/23	C. Gibbs	1.20	Rev of Motion To Reject Leases and supporting documentation (0.9 hr); conf with co-counsel re same (0.3 hr).
04/26/23	C. Gibbs	0.40	Confs with co-counsel re review of loan docs (0.4 hr).
04/26/23	E. Seitz	2.50	Continue lease review and analysis of rejection motion (2.5).
04/26/23	E. Seitz	1.10	Correspondence re loan document requests (1.1).
04/26/23	E. Seitz	0.50	Review recently-filed pleadings (0.5).
04/26/23	J. Gerber	1.50	Call with S. Golden, J. Dulberg and J. Pomerantz on obtaining Debtors' data (.80); review work in progress list (.50); confer with C. Cowden and L. Barrett on list of work in progress (.20).
04/26/23	J. Gerber	2.50	Confer with M. Kandestin on motion to employ ordinary course professionals (.30); confer with B. Wallen on engagement agreements for ordinary course professionals (.20); revise Province retention application (.60); confer



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3765403
 Invoice Date: 05/31/2023

Date	Name	Hours	Description
			with M. Kandestin on the same (.20); review Province engagement letter (.20); revise the same (.20); confer with T. McLaren on Province engagement letter (.30); review additional edits to Province retention application (.50).
04/26/23	M. Helt	2.70	Attend weekly debtor call (.6); follow-up work on sale-process issues with Province (1.4); work on document-production issues (.7).
04/26/23	L. Barrett	1.20	Review, revise MWE Retention Application; (0.80); review, analyze Province Retention Application (0.40).
04/26/23	L. Barrett	1.70	Call with C. Gibbs re retention (0.30); call with PSZJ (0.80); correspond with M. Kandestin, Conflicts Team re ethical wall (0.30); correspond with working group re status (0.30).
04/27/23	D. Northrop	2.60	Draft form of request for production of documents by the UCC directed to the Prepetition Administrative Agent and DIP Agent (2.4); commence research regarding the appropriate procedural mechanism for compelling parties to respond to discovery requests pursuant to Bankr. R. 7034 in less than 30 days (0.2).
04/27/23	C. Greer	1.60	Attend telephonic 341 meeting (.4); circulate notice of continued 341 meeting (.2); prepare summary of 341 meeting (1.0).
04/27/23	M. Kandestin	6.40	Call and emails with J. Gerber regarding Province retention application and OCP motion (.2); continued review of proposed Raymond James engagement (.5); prepare detailed analysis of same (3.5); emails with C. Gibbs and M. Helt regarding same (.3); call with M. Robinson regarding Raymond James engagement (.3); revise analysis of same (1.2); review MWE retention application (.4).
04/27/23	M. Kandestin	0.50	Revise/update WIP and emails with L. Barrett regarding same (.5).
04/27/23	M. Kandestin	0.10	Emails with Debtors, Province regarding addition lease rejections (.1).
04/27/23	C. Gibbs	0.50	Rev of revised draft of Retention App and conf with co-counsel re same (0.5 hr).
04/27/23	C. Gibbs	0.50	Rev of emails re review of leases (0.5 hr).
04/27/23	C. Gibbs	1.90	Rev of multiple emails re pending work streams and case



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3765403
 Invoice Date: 05/31/2023

Date	Name	Hours	Description
			admin matters (1.3 hr); confs with co-counsel re same (0.6 hr).
04/27/23	C. Gibbs	0.60	Rev of emails re motion to reject leases (0.6 hr).
04/27/23	C. Gibbs	0.60	Rev of emails and conf with co-counsel re potential objection to Raymond James retention (0.6 hr).
04/27/23	E. Seitz	0.40	Review recently-filed pleadings (0.4).
04/27/23	E. Seitz	3.80	Draft RFPs related to financing documents (3.4); correspondence with co-counsel re same (0.4).
04/27/23	J. Gerber	2.40	Confer with B. Wallen on professionals' information for ordinary course professionals motion (.20); confer with M. Kandestin on the same (.30); confer with M. Kandestin on Province engagement letter (.20); confer with T. McLaren on Province engagement letter and application (.30); review retention applications for FTI and Raymond James per M. Kandestin (1.0); compile summaries for M. Kandestin on the same (.40).
04/27/23	M. Helt	4.50	Work/analysis on Raymond James issues (1.6); review/analyze lease issues (2.9).
04/27/23	D. Green	0.50	Telephone conference with M. Helt regarding DIP Lender request (.1); review lender's request (.3); communications with M. Helt regarding response to same (.1).
04/27/23	L. Barrett	2.00	Review Province engagement letter (0.30); review, revise work in progress list (0.80); correspond with working group re status (0.60); further review, revise work in progress list (0.30).
04/28/23	D. Northrop	2.40	Further research regarding procedural mechanisms for compelling parties to respond to discovery requests pursuant to Bankr. R. 7034 in less than 30 days (1.7); draft e-mail memo to E. Seitz summarizing research (0.7).
04/28/23	C. Greer	0.10	Update critical dates calendar.
04/28/23	C. Greer	0.20	Circulate amended motion regarding ordinary course professionals.
04/28/23	M. Kandestin	4.50	Revise MWE retention application (2.3); call with M. Helt re: Raymond James retention application (.3); call with MWE and Province teams re: same (.4); emails with L.Barrett re: MWE retention application (.2); review PSZJ retention application (.8); emails with J. Gerber re: same (.2); emails with J. Gerber re: amended OCP Motion (.3).



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3765403
 Invoice Date: 05/31/2023

Date	Name	Hours	Description
04/28/23	M. Kandestin	0.10	Emails with L. Barrett re: revision to WIP, critical dates.
04/28/23	M. Kandestin	0.30	Emails with L. Barrett re: revision to WIP, critical dates.
04/28/23	C. Gibbs	1.90	Rev of multiple emails re case admin matters and pending work streams (1.2 hr); confs with co-counsel re same (0.7 hr).
04/28/23	E. Seitz	0.90	Review recently-filed pleadings (0.9).
04/28/23	E. Seitz	0.40	Correspondence re loan document requests (0.4).
04/28/23	E. Seitz	1.00	Attend conference call with Province re RJ retention (1.0).
04/28/23	J. Gerber	1.00	Call with Province team on retention applications (.30); confer with M. Kandestin on Pulchulski retention application (.20); confer with M. Anderson on Province engagement letter (.10); confer with B. Wallen on proposed order for amended ordinary course professionals motion (.20); review amended ordinary course professionals motion (.20).
04/28/23	M. Helt	3.30	Phone call with lender's counsel re RJ issues (.3); work on lease-analysis issues (2.1); work with Province on lease and RJ issues (.9).
04/28/23	D. Green	1.50	Work on confidentiality order; communications with Marcus Helt regarding same.
04/28/23	L. Barrett	0.80	Review, revise MWE Retention Application.
04/28/23	L. Barrett	0.70	Call with Province, working group re retention (0.30); correspond with working group re MWE retention (0.40).
04/29/23	C. Gibbs	1.10	Rev of multiple emails re pending work streams and case admin matters (1.1 hr).
04/30/23	M. Helt	0.30	Phone call with lender's counsel re RJ issues.
Total Hours		634.60	Total For Services \$741,377.92

Costs and Other Charges

Description	Amount
Computer Assisted Research	3,706.62
Messenger/Courier	34.92
Miscellaneous Disbursements including: Research using Texas SOS data base regarding corporate organization documents/formation certificates	2.00



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3765403
 Invoice Date: 05/31/2023

Description	Amount
Transportation/Parking	145.92
Total Costs and Other Charges	\$3,889.46
Total This Invoice	<u>\$745,267.38</u>



Official Committee of Unsecured Creditors
 Invoice: 3765403

05/31/2023

Invoice Totals

Matter Name	Hours	Fees	Costs and Other Charges	Retainer	Total
0011 Mountain Express Oil Company	634.60	741,377.92	3,889.46	0.00	745,267.38

Exhibit D**Statement of Fees by Project Category**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	81.50	\$84,577.64
B120	Asset Analysis and Recovery	40.60	\$40,080.05
B130	Asset Disposition	66.50	\$77,928.00
B140	Automatic Stay Issues	8.40	\$3,344.75
B150	Meetings/Communications with Creditors	62.80	\$39,639.35
B155	Court Hearings	36.90	\$31,499.33
B160	Fee/Employment Applications	74.00	\$71,563.24
B170	Fee/Employment Objections	6.70	\$8,286.65
B185	Assumption/Rejection of Leases	45.60	\$55,457.40
B190	Other Contested Matters	13.30	\$2,373.64
B210	Business Operations	0.20	\$212.50
B220	Employee Issues	9.50	\$11,769.11
B230	Financing/Cash Collateral Issues	286.40	\$306,589.53
B240	Tax Issues	2.40	\$0.00
B250	Real Estate	0.60	\$887.40
B260	Board of Directors Matters	0.90	\$845.33
B410	General Bankruptcy Advice/Opinions	0.50	\$586.50
L120	Analysis/Strategy	5.00	\$5,737.50
TOTAL		741.80	\$741,377.92

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-90147 (DRJ)

Jointly Administered

**SECOND MONTHLY FEE STATEMENT OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MAY 1, 2023 THROUGH MAY 31, 2023**

Name of Applicant:

McDermott Will & Emery LLP

Authorized to Provide Professional
Services to:

Official Committee of Unsecured Creditors

Date of Retention:

June 7, 2023, effective as of April 5, 2023
[Docket No. 495]

Period for Which Compensation and
Reimbursement Will be Sought:

May 1, 2023 to May 31, 2023

Total Amount of Compensation to Be Sought
as Actual, Reasonable, and Necessary for the
Applicable Period:

\$886,778.14

Total Amount of Expense Reimbursement to
be Sought as Actual, Reasonable, and
Necessary for the Applicable Period:

\$10,714.91

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, Rules 2014(a)

and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local

Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order*

Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the

¹ A complete list of each of the Debtors in these Chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at www.kccllc.net/mountainexpressoil. The location of Debtor Mountain Express Oil Company's principal place of business and the Debtors' service address in these Chapter 11 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

Official Committee of Unsecured Creditors Effective as of April 5, 2023, dated June 7, 2023 [Docket No. 495] (the “Retention Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated May 15, 2023 [Docket No. 408], (the “Interim Compensation Order”), McDermott Will & Emery LLP (“McDermott”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Mountain Express Oil Company, et al., and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submits this *Second Monthly Fee Statement of McDermott Will & Emery LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from May 1, 2023 Through May 31, 2023* (this “Monthly Statement”).¹ Specifically, McDermott seeks (i) interim allowance of \$886,778.14 for the reasonable and necessary legal services that McDermott rendered to the Committee during the Fee Period; (ii) compensation in the amount of \$709,422.51, which is equal to 80% of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (*i.e.*, \$886,778.14); and (iii) allowance and payment of \$10,714.91 for the actual and necessary expenses that McDermott incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

Attached hereto as **Exhibit A** is a schedule of McDermott attorneys and paraprofessionals, who rendered services to the Committee in connection with these Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

¹ The period from May 1, 2023, through and including May 31, 2023, is referred to herein as the (“Fee Period”).

Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which McDermott is seeking payment in this Monthly Statement. All of the disbursements comprise the requested sum for McDermott's out-of-pocket expenses, which total \$10,714.91.

Attached hereto as **Exhibit C** are the time and expense records of McDermott, which provide a summary of the time spent by each McDermott professional during the Fee Period as well as an itemization of expenses.

Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by McDermott attorneys and paraprofessionals during the Fee Period with respect to each of the project categories McDermott established in accordance with its internal billing procedures. As reflected in **Exhibit D**, McDermott incurred \$886,778.14 in fees during the Fee Period. Pursuant to this Monthly Statement, McDermott seeks reimbursement for 80% of such fees (\$709,422.51 in the aggregate).

Notice

Pursuant to the Interim Compensation Order, this Monthly Statement has been served upon: (a) Debtor Mountain Express Oil Company, Attn: Michael Healy, CRO (michael.healy@fticonsulting.com); (b) counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 440 Louisiana Street, Suite 900, Houston, Texas 77002, Attn: Jeffrey N. Pomerantz (jpomerantz@pszjlaw.com) and Benjamin L. Wallen (bwallen@pszjlaw.com); (c) Office of the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jayson B. Ruff (jayson.b.ruff@usdoj.gov); and (d) counsel to the DIP Agent, Greenberg Traurig LLP, Terminus 200, 3333 Piedmont Road NE, Suite 2500, Atlanta, Georgia 30305, Attn: John Elrod (elrodj@gtlaw.com) and Steven Rosenwasser (steven.rosenwasser@gtlaw.com).

Dated: July 7, 2023
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs (Texas Bar No. 7846300)
Marcus A. Helt (Texas Bar No. 24052187)
Jane A. Gerber (Texas Bar No. 24092416)
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-and-

Maris J. Kandestin (admitted *pro hac vice*)
The Nemours Building
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Facsimile: (302) 351-8711
Email: mkandestin@mwe.com

*Counsel to the Official Committee of
Unsecured Creditors*

Exhibit A**Summary of Timekeepers Included in this Fee Statement**

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Corporate Advisory	102.30	\$1,479.00	\$151,301.70
Marcus A. Helt	Partner; Admitted in 2000; Corporate Advisory	123.00	\$1,317.50	\$162,052.50
Maris J. Kandestin	Partner; Admitted in 2004; Corporate Advisory	110.20	\$1,173.00	\$129,264.60
Joel C. Haims	Partner; Admitted in 1994; Trial	15.50	\$1,402.50	\$21,738.75
Jacob Hollinger	Partner; Admitted in 1999; Energy & Project Finance	2.30	\$1,232.50	\$2,834.75
Ryan S. Smethurst	Partner; Admitted in 1999; Trial	1.10	\$1,232.50	\$1,355.75
Debbie Green	Partner; Admitted in 2005; Trial	30.30	\$1,147.50	\$34,769.25
Eric C. Seitz	Counsel; Admitted in 2009; Corporate Advisory	115.40	\$1,062.50	\$122,612.50
ASSOCIATES				
Jane A. Gerber	Associate; Admitted in 2014; Corporate Advisory	101.90	\$1,062.50	\$108,268.75
Lucas B. Barrett	Associate; Admitted in 2019; Corporate Advisory	63.70	\$939.25	\$59,830.44
Jack G. Haake	Associate; Admitted in 2011; Corporate Advisory	0.60	\$1,011.50	\$606.90
Grayson W. Williams	Associate; Admitted in 2021; Corporate Advisory	86.30	\$709.75	\$61,251.49
PARAPROFESSIONALS				
Daniel D. Northrop	Paralegal; Corporate Advisory	19.70	\$569.50	\$11,219.15
Cathy M. Greer	Paralegal; Corporate Advisory	42.40	\$454.75	\$19,281.46
Jacque Bishop Jones	Paralegal; Trial	1.20	\$276.25	\$331.50
Mike W. McMillan	Senior Researcher	0.20	\$293.25	\$58.65

Exhibit B

Expense Summary

Category	Amount
Messenger/Courier	\$63.94
Computer Assisted Research	\$6,863.17
Document Services	\$3,683.10
Miscellaneous	\$39.90
TRSC (Obtain Copy of Transcripts)	\$64.80
TOTAL	\$10,714.91

Exhibit C

Time and Expense Records



Invoice: 3783087
Client: 120657

06/30/2023

Official Committee of Unsecured Creditors
38 Washington Square
Newport, RI 02840

For Services Rendered in Connection with:

Matter: 0011 Mountain Express Oil Company

Date	Name	Hours	Description
05/01/23	C. Greer	0.10	Update critical dates calendar.
05/01/23	C. Greer	0.20	Contact debtors' counsel to obtain copy of 4/25/23 transcript (.1); review and circulate same (.1).
05/01/23	C. Greer	0.20	Prepare witness and exhibit list for 5/4/23 hearing.
05/01/23	M. Kandestin	2.80	Review PSZJ retention application (.2); review FTI retention application (1.4); review independent directors motion (1.0); emails with MWE team regarding same; multiple emails with J. Gerber regarding amended OCP motion (.2).
05/01/23	M. Kandestin	0.10	Emails with J. Gerber regarding lease rejection motion (.1).
05/01/23	M. Kandestin	0.10	Emails with C. Greer regarding W/E lists
05/01/23	J. Gerber	0.20	Confer with B. Brownstein on lease issues (.20).
05/01/23	J. Gerber	0.50	Attend strategy meeting with C. Gibbs, M. Helt, E. Seitz and L. Barrett (.50).
05/01/23	J. Gerber	6.00	Revise proposed order for ordinary course professional procedures (.70); confer with B. Wallen and D. Mendoza on status of professionals' engagement letters (.30); review amended motion on ordinary course professionals (.90); revise proposed order based upon amended motion (1.9); compile list of modifications made in amended motion and proposed order for C. Gibbs and M. Helt (.80); confer with M. Anderson on Province engagement letter (.10); confer with M. Kandestin on debtors' retention applications (.30); update draft of Province retention applications (.60); circulate draft of same to committee members (.20); confer with L. Barrett on McDermott retention application (.20).
05/01/23	M. Helt	3.40	Work on RJ issues (2.2); call with team re upcoming deadlines and action items (.5); phone call with Province on sale issues (.3); review/analyze lease-rejection issues



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Date	Name	Hours	Description
			(.4).
05/01/23	L. Barrett	1.90	Attend working group weekly strategy call (0.50); review, revise work in progress list (0.70); correspond with working group re status (0.30); review, revise witness and exhibit list (0.20); correspond with C. Gibbs re retention application (0.20).
05/01/23	L. Barrett	1.50	Review, revise McDermott retention application.
05/01/23	L. Barrett	0.20	Correspond with Province re diligence.
05/02/23	M. McMillan	0.20	Research and obtain practical guidance materials on issues involving FRCP Rules 34(b)(2)(A) and 29.
05/02/23	D. Northrop	0.20	Further research regarding procedural mechanisms for compelling parties to respond to discovery requests pursuant to Bankr. R. 7034 in less than 30 days.
05/02/23	C. Greer	2.00	Review proposed interim compensation order (.2); review procedures for complex cases (.2); prepare form of MWE first monthly fee statement (1.6).
05/02/23	C. Greer	0.20	Circulate Necessity Landlords' motion to compel Debtors to comply with post-petition obligations under expired leases.
05/02/23	C. Greer	0.10	Update critical dates calendar.
05/02/23	M. Kandestin	2.30	Review multiple sets of revisions to OCP order and declaration (1.0); emails with Province team regarding budget regarding OCPs; emails with J. Gerber regarding fee applications (.3); detailed email with MWE team regarding comments to OCP motion and retention applications.
05/02/23	M. Kandestin	0.10	Emails with Province team regarding additional leases to be rejected (.1).
05/02/23	E. Seitz	0.60	Review recently-filed pleadings
05/02/23	J. Gerber	0.20	Review lease data from Province (.20).
05/02/23	J. Gerber	0.60	Confer with T. McLaren and A. Rosen on data request from committee member (.20); review timeline for monthly statements and fee applications (.20); confer with C. Greer and M. Kandestin about template preparation for the same (.20).
05/02/23	J. Gerber	4.60	Revise draft proposed order for ordinary course compensation motion per M. Kandestin (.60); review engagement letter for proposed debtor professional (1.30);



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Date	Name	Hours	Description
			compile list of issues on the same for review by M. Kandestin (.40); confer with M. Helt on independent director ratification motion (.50); research independent director issues per M. Helt (1.80).
05/02/23	M. Helt	4.10	Review/analyze lease-characterization issues (2.2); review/revise NDA proposed by lender (.3); work with Province on RJ issues (.9); work on refinancing issues (.7).
05/02/23	L. Barrett	0.60	Review, analyze Province lease rejection report.
05/02/23	L. Barrett	0.50	Correspond with working group re MWE retention application (0.20); correspond with working group re case status (0.30).
05/03/23	D. Northrop	0.20	Review diligence requests and responsive materials available in data room.
05/03/23	C. Greer	0.20	Circulate request for hearing regarding motion to compel rejection filed by Gibson Law Group.
05/03/23	C. Greer	0.40	File witness and exhibit list for 5/4/23 hearing (.2); circulate (.2).
05/03/23	M. Kandestin	0.30	Emails with J. Gerber regarding additional revisions to OCP order and declaration; emails with J. Gerber regarding independent directors motion (.3).
05/03/23	E. Seitz	0.30	Review docket and recently-filed pleadings (0.3).
05/03/23	J. Gerber	2.00	Update draft of Province retention application (.40); revise order to employ ordinary course professionals per M. Kandestin (.80); confer with L. Barrett on McDermott retention application (.30); review draft of same (.50).
05/03/23	J. Gerber	1.00	Confer with A. Rosen on document request from committee member (.20); review witness and exhibit list from C. Greer (.20); confirm filing of the same (.10); confer with C. Greer on hearing updates (.20); confer with L. Barrett on committee meeting minutes (.20); confer with L. Barrett and C. Greer on lease rejection hearing (.10).
05/03/23	M. Helt	4.80	Lengthy work on AR Global issues raised, including environmental obligations (2.2); work with Province on RJ issues (.9); phone calls with debtor's counsel re environmental and RJ issues (.3); work on lender NDA and related issues (.7); phone call with lender counsel re document requests and sale process (.4); follow-up phone



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Date	Name	Hours	Description
05/03/23	D. Green	0.20	call with Province on AR Global issues and RJ issues (.3). Review edits to confidentiality agreement by bank's counsel; communications with Marcus Helt regarding same.
05/03/23	L. Barrett	1.40	Correspond with Committee Members re MWE retention (0.20); correspond with Debtors re diligence status (0.20); correspond with working group re case status (0.40); draft Committee Call Agenda (0.40); draft minutes of 4.25 Committee Calls (0.20).
05/03/23	L. Barrett	0.60	Review, revise McDermott retention application.
05/03/23	L. Barrett	0.90	Review, analyze correspondence re lease rejection (0.30); review, analyze revised proposed lease rejection order (0.60).
05/04/23	C. Greer	0.20	Circulate notice of filing of amended order rejecting certain unexpired leases, subleases and related contracts.
05/04/23	C. Greer	0.40	Circulate Debtors' second emergency motion extending time to file schedules and statements (.2); update critical dates calendar (.2).
05/04/23	M. Kandestin	0.30	Emails with J. Gerber regarding additional revisions to OCP declaration.
05/04/23	M. Kandestin	0.30	Emails with J. Gerber regarding schedules and statements extension motion.
05/04/23	C. Gibbs	1.00	UCC meeting (1.0 hr).
05/04/23	C. Gibbs	1.30	Confs re objection to Raymond James Retention App (0.7 hr); rev of emails re same (0.6 hr).
05/04/23	C. Gibbs	3.50	Confs with co-counsel re objection to Independent Director Motion and rev of emails re same (0.9 hr); Rev of multiple emails re work streams re case admin matters and confs with co-counsel re same (1.2 hr); meeting with Province team re prep for UCC call (0.6 hr); meeting with Debtors counsel re various pending matters (0.8 hr).
05/04/23	E. Seitz	0.40	Review docket and recently-filed pleadings (0.4).
05/04/23	E. Seitz	1.10	Attn to issues regarding confidentiality agreement and lender document request (1.1).
05/04/23	J. Gerber	3.40	Attend Committee Meeting (.80); confer with C. Gibbs on OCP motion and motion to extend deadline for schedules (.30); call with Debtors' counsel, FTI and Province on due diligence and case status (.80); call with MWE and



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Date	Name	Hours	Description
05/04/23	J. Gerber	2.80	Province teams to prepare for Committee Meeting (.30); revise committee meeting minutes (.90); confer with L. Barrett on the same (.30). Revise drafts of proposed order for ordinary course motion (.50); confer with M. Kandestin on the same (.30); confer with T. McLaren on revisions to Province engagement letter (.40); review updated document from Province (.20); review professionals' engagement agreements provided by B. Wallen (1.10); confer with L. Barrett on MWE and Province retention applications (.30).
05/04/23	J. Gerber	1.30	Review draft of motion to extend schedules and SOFA deadlines (.60); update MWE team on the same (.30); confer with B. Wallen on the same (.20); confer with C. Greer on updated objection deadlines (.20).
05/04/23	M. Helt	7.70	Lengthy work on environmental issues (1.6); work on lender confidentiality / NDA issues (.7); review/analyze RJ-fee issues (.9); attend Province call (.6); attend debtor call (.8); attend UCC call (.9); address follow-up action items re lease-rejection and sale issues (1.6); follow-up call with counsel for UCC member (.6).
05/04/23	D. Green	0.80	Work on confidentiality order; communications with Marcus Helt regarding same; communications with opposing counsel.
05/04/23	L. Barrett	4.10	Attend call with PSZJ re case status (0.80); draft 4.25 meeting minutes (1.20); review, revise 4.25 meeting minutes (0.60); correspond with working group re committee call (0.40); review, analyze Province presentation (0.40); correspond with working group re case status (0.30); review, revise call agenda (0.40).
05/04/23	L. Barrett	0.70	Review, revise MWE Retention Application.
05/05/23	D. Northrop	0.60	E-mail correspondence with E. Seitz regarding par. 30 of the Complex Case Procedures for the Southern District of Texas providing for automatic bridge orders extending time until the court can hear the motions (0.1); follow-up e-mail correspondence with E. Seitz regarding the use/application of the procedure (0.1); commence research for samples of an automatic bridge order providing for a bridge from a previous court order (0.4).



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Date	Name	Hours	Description
05/05/23	C. Greer	7.40	Circulate declaration of C. Barbarosh in support of Debtors' motion ratifying appointment of Independent Directors (.2); circulate declaration of L. Perkins in support of Debtors' motion ratifying appointment of Independent Directors (.2); review interim compensation order (.2); review complex procedures and local rule (.2); prepare form of MWE first interim fee application (5.0); circulate UST objection to Debtors' motion ratifying appointment of Independent Directors (.2); file MWE retention application (.2); circulate same (.2); file Province retention application (.2); circulate same (.2); review Debtors' claims agent website and retrieve master service list (.1); coordinate service of MWE and Province retention applications (.1); circulate supplemental declaration of G. Richards in support of Raymond James & Associates retention application (.2); circulate motion to file under seal supplemental declaration of G. Richards in support of Raymond James & Associates retention application (.2).
05/05/23	C. Greer	0.10	Update critical dates calendar.
05/05/23	M. Kandestin	1.20	Emails with J. Gerber regarding OCP order (.5); revise same (.2); review declarations of independent directors in support of approval motion; emails with J. Gerber regarding same.
05/05/23	C. Gibbs	1.30	Rev of multiple emails and power point re analysis of lease rejections (1.0 hr); confs with co-counsel re same (0.3 hr).
05/05/23	C. Gibbs	1.00	Rev of multiple emails re dispute over production of loan docs and confs re same (1.0 hr).
05/05/23	C. Gibbs	2.10	Rev of multiple emails re pending work streams (1.1 hr); multiple confs with co-counsel re same; rev of emails re Objection to Independent Director Motion (0.6 hr); confs with co-counsel re same (0.4 hr).
05/05/23	C. Gibbs	0.70	Rev of emails and draft Orders re OCPs (0.7 hr).
05/05/23	E. Seitz	0.50	Review docket and recently-filed pleadings (0.5).
05/05/23	E. Seitz	3.50	Prepare 2004 motion and motion to extend challenge period (2.4); correspondence with co-counsel re same (1.1).



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Date	Name	Hours	Description
05/05/23	J. Gerber	3.10	Review motion to ratify independent directors (.40); research related Georgia law per M. Helt (2.70).
05/05/23	J. Gerber	4.50	Update Committee on filed copies of the McDermott and Province retention applications (.10); confer with J. Maddock on Province engagement letter (.20); finalize Province retention application for filing (.60); confer with C. Greer and L. Barrett on the same (.20); confer with M. Anderson on Province engagement letter (.10); review additional edits to OCP order from B. Wallen (.70); confer with B. Wallen on the same (.20); confer with M. Kandestin on edits to OCP proposed order (.20); confer with T. McLaren and A. Rosen about Province engagement letter (.30); review debtors' engagement letter with Grant Thornton (1.50); compile outstanding issues of the same for M. Kandestin to review (.40).
05/05/23	J. Gerber	1.40	Draft committee minutes for May 4 meeting (1.20); finalize committee meeting minutes for C. Gibbs review (.20).
05/05/23	M. Helt	7.40	Lengthy work on RJ issues (2.3); work on independent-director issues (2.6); lengthy work on First Horizon challenge-period issues (1.7); review/analyze lease issues re litigation (.8).
05/05/23	D. Green	1.00	Communications with bank counsel regarding confidentiality agreement; review committee bylaws; communications with Marcus Helt regarding same; communications with Marcus Helt and Eric Seitz regarding motion to compel.
05/05/23	L. Barrett	1.00	Review, finalize McDermott Retention Application (0.40); correspond with working group re McDermott Retention Application (0.20); review amended OCP Motion (0.40).
05/06/23	D. Northrop	1.50	Research for precedent for automatic bridge orders (from cases in the Southern District of Texas) providing for a bridge from a previous court order (1.2); summarize research in an e-mail memo for E. Seitz (0.3).
05/06/23	C. Greer	4.50	Prepare form of Province first monthly fee statement (1.0); review Province retention application (.2); prepare form of Province first interim fee application (2.3);



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Date	Name	Hours	Description
05/06/23	M. Kandestin	0.30	prepare form of MWE first interim fee application (1.0). Emails with J. Gerber regarding revisions to OCP declaration, status of OCP order discussions.
05/06/23	J. Gerber	0.70	Revise order for ordinary course professionals per M. Kandestin (.60); confer with B. Wallen on updated draft of the same (.10).
05/06/23	M. Helt	1.70	Work on lease issues (.9); review/analyze environmental issues (.8).
05/06/23	G. Williams	7.00	Conference with E. Seitz concerning Rule 2004 requests (.2); research concerning same (2.5); draft pleadings relating to same (4.3).
05/07/23	M. Kandestin	1.60	Call with C. Gibbs regarding case strategy (.6); call with C. Gibbs and M. Helt regarding case strategy (1.0).
05/07/23	C. Gibbs	2.10	Confs with co-counsel re status of various work streams (2.1 hr).
05/07/23	C. Gibbs	0.70	Rev of draft of Emergency Motion to Compel Production (0.7 hr).
05/07/23	E. Seitz	4.20	Prepare 2004 motion and motion to extend challenge period (3.4); correspondence with co-counsel re same (0.8).
05/07/23	J. Gerber	0.20	Confer with M. Helt on corporate governance research.
05/07/23	M. Helt	2.80	Work on independent-director issues (.7); work on RJ issues (1.2); work with team on same and on First Horizon-document issues (.9).
05/07/23	G. Williams	11.00	Draft Committee's emergency motion to compel 2004 production (7.5); research issues concerning same (3.5).
05/08/23	J. Hollinger	1.10	Review and analyze first day filings regarding debtor environmental issues, per M. Kandestin request.
05/08/23	C. Greer	1.00	Circulate Lugenbuhl retention application (.2); circulate certificate of no objection regarding Pachulski retention application (.2); circulate certification of counsel regarding FTI retention application (.2); circulate certification of counsel regarding interim compensation motion (.2); circulate certification of counsel regarding ordinary course professionals motion (.2).
05/08/23	M. Kandestin	0.60	Call with Committee member regarding upcoming hearings, possible objections.
05/08/23	M. Kandestin	0.80	Emails with J. Gerber regarding independent director



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Date	Name	Hours	Description
			motion; review research regarding same (.4); call with J. Pomerantz regarding same; emails with C. Gibbs and M. Helt regarding same; call with J. Gerber regarding Raymond James retention (.4).
05/08/23	M. Kandestin	1.00	Emails with S. Golden regarding fuel supply agreements (.1); call with S. Golden regarding same (.6); emails with C. Gibbs and M. Helt regarding same (.3).
05/08/23	M. Kandestin	0.40	Emails with J. Hollinger regarding environmental issues (.3); emails with E. Seitz regarding 2004 Motion (.1).
05/08/23	M. Kandestin	0.50	MWE team strategy call.
05/08/23	C. Gibbs	0.90	Conf PC with counsel for two Committee members re pending motions (0.9 hr).
05/08/23	C. Gibbs	1.50	Multiple confs with co-counsel re concerns over Independent Director Motion (0.9 hr); rev of multiple emails re same (0.6 hr).
05/08/23	C. Gibbs	0.70	Review of multiple emails re production by DIP Lender of loan docs and other discovery (0.7 hr).
05/08/23	C. Gibbs	1.00	Rev of multiple emails re Objections to terms of Raymond James retention and confs with co-counsel re same (1.0 hr).
05/08/23	C. Gibbs	1.60	Rev of multiple emails re various pending work streams (0.9 hr); confs with co-counsel re same (0.7 hr).
05/08/23	E. Seitz	1.00	Review docket and recently-filed pleadings (0.4); attend weekly team meeting (0.6).
05/08/23	E. Seitz	7.10	Review and revise 2004 motion and motion to extend challenge period (5.6); correspondence with co-counsel re same (1.5).
05/08/23	J. Gerber	0.40	Update committee meetings per C. Gibbs (.20); circulate committee minutes to committee and counsel (.10); confer with T. McLaren on due diligence list updates (.10);
05/08/23	J. Gerber	3.80	Revise draft 2004 motion (2.50); confer with E. Seitz and G. William on updated draft (.30); research confidentiality issues per E. Seitz (1.0).
05/08/23	J. Gerber	8.50	Confer with M. Helt on Raymond James application (.40); review application and declarations for information on market pricing (.50); confer with M. Kandestin on objection to Raymond James application (.40); confer with B. Wallen on redacted declaration for Raymond



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Date	Name	Hours	Description
			James application (.20); update C. Greer on the same (.10); review Province analysis on Raymond James proposed fees (1.50); draft objection for Raymond James application (2.70); draft objection to motion to ratify independent directors (2.30); review additional changes to ordinary course professionals order (.20); confer with C. Gibbs and B. Wallen on the same (.20).
05/08/23	M. Helt	6.40	Work on environmental issues (.9); work on RJ settlement proposal (1.6); prepare for and participate in phone call with UCC member and counsel re environmental issues (.7); follow-up analysis discussion re RJ issues (2.9); call with debtor's counsel re same (.3).
05/08/23	D. Green	4.70	Strategy communications with Marcus Helt; review and revise draft of 2004 motion regarding documents from DIP lender, including legal research; communications with team regarding same.
05/08/23	G. Williams	0.50	Conference with MWE team concerning workflows.
05/08/23	G. Williams	1.80	Research concerning protective orders for D. Green.
05/08/23	G. Williams	3.50	Draft declaration in support of Committee motion to compel (2.4); review of exhibits and materials concerning same (1.1).
05/08/23	G. Williams	8.60	Research related to extension of Committee's challenge period (1.8); revisions to Committee's motion to compel production (6.8).
05/09/23	J. Hollinger	0.20	Review and analyze debtor environmental documents.
05/09/23	D. Northrop	0.20	Telephone call to the Clerk's Office in Houston (U.S. Bankruptcy Court for the Southern District of Texas) regarding accessing archived versions of complex case procedures (in connection with research relating to automatic bridge orders granted in complex chapter 11 cases).
05/09/23	C. Greer	3.70	Review and finalize declaration of M. Helt in support of Committee's 2004 motion (.8); assemble exhibits to same (.3); review and finalize Committee's 2004 motion and exhibits (.9); file Committee's 2004 motion (.2); circulate (.2); file M. Helt declaration (.2); circulate (.2); review docket and prepare service list and coordinate service of Committee's 2004 motion and M. Helt declaration (.8);



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Date	Name	Hours	Description
			contact chambers regarding hearing date for Committee's 2004 motion (.1).
05/09/23	M. Kandestin	2.10	Continued review of governance documents in connection with ID motion (1.9); emails with M. Helt regarding RJ objection (.2).
05/09/23	C. Gibbs	3.50	Rev of multiple emails re pending work streams and case admin matters (1.6 hr); multiple confs with co-counsel re same (1.0 hr); rev of multiple emails re concerns over Independent Director Motion and confs with co-counsel re same (0.9 hr).
05/09/23	C. Gibbs	1.90	Rev of multiple emails re disputes with Lender over production of documents (0.6 hr); confs with co-counsel re same (0.6 hr); rev of draft of Emergency Motion (0.7 hr).
05/09/23	C. Gibbs	0.80	Rev of multiple emails re objection to terms of RJ retention (0.8 hr).
05/09/23	E. Seitz	0.60	Review docket and recently-filed pleadings (0.6).
05/09/23	E. Seitz	4.90	Finalize and effect filing of 2004 motion and motion to extend challenge period (3.9); correspondence with co-counsel re same (1.0).
05/09/23	J. Gerber	0.50	Review 2004 motion and exhibits for filing (.50).
05/09/23	J. Gerber	3.20	Review debtors' lease agreements per M. Kandestin (2.30); compile and organize lease agreements on environmental issues (.60); confer with M. Kandestin and J. Hollinger on the same (.30).
05/09/23	J. Gerber	4.40	Call on independent directors motion with M. Kandestin, J. Pomerantz and J. Dulberg (.20); call with M. Kandestin on the same (.20); draft summary of same conversation for M. Helt and C. Gibbs (.30); analyze debtors' bylaws, articles and resolutions (2.60); draft summary of issues and missing information from same documents (.90); research Georgia corporate law per M. Kandestin (.20).
05/09/23	M. Helt	1.30	Follow-up work on director issues (1.3).
05/09/23	M. Helt	8.20	Work on RJ issues (7.9); phone call with debtor's counsel re RJ issues (.3).
05/09/23	D. Green	1.80	Communications with team regarding final draft of motion and exhibits (.4); review and revise draft protective order (1.0); communications with Chuck Gibbs



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Date	Name	Hours	Description
			regarding filing (.2); strategy communications with Marcus Helt (.2).
05/09/23	G. Williams	0.40	Attend (partial) McDermott meeting regarding Committee workflows.
05/09/23	G. Williams	5.00	Revise Committee's motion to compel (3.5); multiple conferences with E. Seitz and C. Greer concerning same (.5); draft revised proposed order concerning same (.3); coordinate finalization and filing of same with C. Greer (.7).
05/09/23	G. Williams	6.50	Draft Committee objection to Raymond James retention.
05/10/23	D. Northrop	3.70	Research regarding debtor motions to ratify or confirm the prepetition appointment of independent directors, including research regarding how often such relief has been sought (3.0); draft e-mail memos summarizing research (0.7).
05/10/23	C. Greer	0.80	Circulate court's docket entry regarding objection deadline regarding Committee's motion to compel production of documents (.1); file certificate of service regarding Committee's motion to compel production of documents and declaration of M. Helt in support of same (.2); finalize limited objection to Raymond James & Associates retention application (.1); file same (.2); circulate and serve by email (.2).
05/10/23	C. Greer	0.10	Update critical dates calendar.
05/10/23	M. Kandestin	13.80	Continued review of governance documents and preparation of objection to ID motion (3.6); multiple (x>10) emails with J. Gerber regarding same (.5); call with M. Helt regarding RJ objection and ID motion (.3); revise same (3.7); emails with M. Helt regarding same (.5); emails with G. Williams regarding same (.4); call with Debtors regarding independent directors motion (.4); multiple emails with M. Helt regarding objection to RJ application (.5); calls (x4) with M. Helt regarding same (1.0); revise same (2.6); emails with G. Williams regarding same; emails with C. Gibbs regarding ID objection (.3).
05/10/23	C. Gibbs	3.20	Rev of multiple emails re pending work streams and case admin matters (1.6 hr); confs with co-counsel re same (0.7



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Date	Name	Hours	Description
			hr); confs re Objection to ID Motion and rev of emails re same (0.9 hr).
05/10/23	C. Gibbs	1.70	Multiple confs with co-counsel and rev of emails re RJ Objection status (1.0 hr); rev of revised draft of Objection (0.7 hr).
05/10/23	C. Gibbs	2.10	Rev of multiple emails re dispute with Lenders re document production (1.3 hr); confs with co-counsel re same (0.8 hr).
05/10/23	E. Seitz	0.50	Review docket and recently-filed pleadings (0.5).
05/10/23	E. Seitz	3.50	Further revisions to document request (2.9); correspondence with co-counsel re same (0.6).
05/10/23	J. Gerber	0.20	Confer with B. Wallen on data for ordinary course professionals (.20);
05/10/23	J. Gerber	11.60	Confer with D. Northrop on independent directors research (.20); review research from D. Northrop (.90); review correspondence from C. Gibbs on objection to independent directors motion (.10); confer with M. Kandestin on debtors' corporate governance documents (.60); review M. Kandestin's objection outline (.90); confer with G. Williams on research for objection (.80); draft objection to independent directors motion (6.0); revise draft objection (2.10).
05/10/23	M. Helt	3.00	Lengthy work on lease issues (2.7); call with counsel for party in interest re sale transaction (.3).
05/10/23	M. Helt	5.60	Lengthy work on lender issues (3.9); review/analyze/prepare for hearing on same (1.7).
05/10/23	G. Williams	5.00	Revise Committee objection to Raymond James retention application (4.5); multiple conferences with J. Gerber, M. Helt, C. Greer, and M. Kandestin concerning same (.4).
05/10/23	G. Williams	4.50	Revisions to Committee objection to ratification of independent directors (1.2); research concerning same (3.1); draft summary memo concerning same for M. Kandestin, D. Northrop, and J. Gerber (.2).
05/10/23	L. Barrett	0.20	Correspond with C. Gibbs.
05/11/23	C. Greer	0.40	Circulate First Horizon Bank objection to Committee's emergency motion compelling production of documents (.2); circulate order granting Committee's motion to compel documents (.2).



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05/11/23	C. Greer	3.80	Research samples of redacted documents filed in SDTX Bankruptcy Court in preparation for Committee objection to Debtors' motion ratifying appointment of independent directors (1.6); assemble exhibits to objection to Debtors' motion to ratify appointment of independent directors (1.2); finalize motion to seal Committee objection to Debtors' motion ratifying appointment of independent directors (.2); file same (.2); finalize Committee objection to Debtors' motion ratifying appointment of independent directors (.2); file same (.2); circulate and serve by email filed pleadings (.2).
05/11/23	M. Kandestin	0.20	Call with MWE and Province teams regarding case strategy.
05/11/23	M. Kandestin	1.00	Call with Committee with MWE and Province teams.
05/11/23	M. Kandestin	13.00	Revise objection to independent directors ratification motion (10.7); multiple emails (x>28) with J. Gerber, G. Williams regarding same (1.6); emails with Committee regarding same; emails with C. Gibbs and M. Helt regarding same (.5); emails with MWE team regarding motion to seal objection to ratification motion (.2).
05/11/23	C. Gibbs	4.90	Weekly call with Debtor's advisors (0.6 hr); call with FA for UCC re weekly update and prep for UCC call (0.5 hr); weekly call with UCC (1.0 hr); rev of multiple emails re pending work streams (1.1 hr) confs with co-counsel re same (0.7 hr); rev of revised drafts of Objection to ID Motion (1.0 hr).
05/11/23	C. Gibbs	2.20	Multiple emails and confs with co-counsel re dispute with Lenders over production needed (1.5 hr); confs with Court Clerk re hearing schedule (0.3 hr); rev of Lender's Objection to Emergency Motion (0.4 hr).
05/11/23	E. Seitz	4.70	Review response to 2004 motion (0.4); draft revised 2004 document request (3.4); correspondence with co-counsel re same (0.9).
05/11/23	E. Seitz	0.70	Review docket and recently-filed pleadings (0.7).
05/11/23	J. Gerber	10.20	Research confidentiality issues for independent director objection per M. Kandestin (.90); confer with J. Pomerantz and J. Dulberg on filing governance documents (.20); revise multiple drafts of the independent director



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Date	Name	Hours	Description
			objection (4.0) confer with G. Williams on research for independent director objection (.60); research Georgia corporate law issues (1.20); research case law on comfort orders (1.0); research Delaware corporate law on independent directors (.40); draft motion to seal (.80); confer with C. Greer and L. Barrett on the same (.40); confer with M. Kandestin on motion to seal (.20); prepare draft objection for review (.40); send same to B. Brownstein, A. Silfen and J. Maddock (.10).
05/11/23	M. Helt	6.40	Prepare for and attend Pachuski call (.7); prepare for and participate in UCC call (1.6); lengthy work on document-request issues with lender (2.2); further review/analysis re dealer/environmental/AR Global issues (1.9).
05/11/23	J. Haake	0.60	Gather documents in anticipation of hearing and correspondence with M. Helt re: same.
05/11/23	D. Green	4.10	Review and analyze Bank's objection (.4); strategy communications with Marcus Helt regarding same and discovery (1.2); communications with Eric Seitz regarding same (.4); review order regarding motion to compel (.1); communications with Marcus Helt regarding same (.2); work on discovery to Bank (1.0); communications with counsel for the Bank regarding order and next steps (.6); communications with Marcus Helt and Chuck Gibbs regarding agreement with Bank (.2).
05/11/23	G. Williams	4.00	Revisions and additional research concerning Committee's objection to independent director motion.
05/11/23	G. Williams	0.20	Email correspondence with the Committee regarding case updates.
05/11/23	G. Williams	2.30	Research related to comfort orders in connection with possible Committee objection.
05/11/23	G. Williams	2.00	Research related to Georgia corporate law in connection with the Committee's Objection to the Independent Director Motion.
05/11/23	J. Haims	0.50	Correspondence about objection to retention of debtor's investment banker and strategy.
05/11/23	L. Barrett	0.40	Review draft independent director objection.
05/11/23	L. Barrett	0.20	Call with Province re case status.



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Date	Name	Hours	Description
05/11/23	L. Barrett	1.30	Weekly call with Debtors professionals re case status (0.40); correspond with working group re case status (0.30); review, analyze motion to seal (0.20); draft agenda re Committee Call (0.40).
05/11/23	L. Barrett	1.10	Weekly update call with Committee.
05/12/23	C. Greer	0.20	Circulate Samnosh first amended motion to compel rejection of executory contract.
05/12/23	C. Greer	0.30	Updated critical dates calendar (.1); circulate order extending time for Debtor to file schedules & statements (.2).
05/12/23	C. Greer	0.20	Circulate notice of hearing regarding Raymond James & Associates retention application.
05/12/23	C. Gibbs	2.50	Rev of multiple emails re status of pending work streams and case administration matters (1.4 hr); confs with co-counsel re same (1.1 hr).
05/12/23	C. Gibbs	0.60	Rev of emails re requests for further disclosure on pre-filing communications with Debtor and confs with co-counsel re same (0.6 hr).
05/12/23	C. Gibbs	0.60	Confs re discovery needed for dispute with RJ's retention (0.6 hr).
05/12/23	C. Gibbs	1.50	Multiple confs re resolution of dispute with Lender over document production and review of multiple emails re same (1.5 hr).
05/12/23	E. Seitz	0.60	Review docket and recently-filed pleadings (0.6).
05/12/23	E. Seitz	1.20	Conference with lender's counsel re 2004 motion document production (0.7); correspondence with co-counsel re same (0.5).
05/12/23	E. Seitz	4.20	Review additional loan documents for lien analysis (4.2).
05/12/23	M. Helt	6.00	Work on lease-investigation analysis (2.7); work on lender issues re discovery / motion to compel (1.7); multiple phone calls with lender and team re same (.9); work with Province re same (.7).
05/12/23	D. Green	2.70	Work on discovery issues in advance of discovery call with bank (.5); communications with Marcus Helt regarding discovery from bank (.7); communications with Bank's counsel regarding parties' agreement (.7);



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Date	Name	Hours	Description
			communications with team regarding same and next steps (.5); communications with Chuck Gibbs regarding discovery for Raymond James hearing (.1); communications with Joel Haims regarding same (.2).
05/12/23	J. Haims	2.00	Correspondence about objection to retention of debtor's investment banker and strategy; review relevant case documents.
05/12/23	L. Barrett	0.40	Correspond with working group re MWE Retention Application supplements (0.20); review, analyze MWE Retention Application (0.20)
05/12/23	L. Barrett	0.80	Correspond with working group re hearing preparation (0.50); draft Committee Meeting Minutes (0.30)
05/14/23	C. Gibbs	0.50	Rev of UST's comments to MWE and Province retention apps (0.5 hr).
05/14/23	D. Green	0.20	Communications with Joel Haims regarding discovery for Raymond James hearing (.2); communications with Chuck Gibbs and Luke Barrett regarding team call (.1).
05/14/23	G. Williams	0.50	Update Committee WIP.
05/14/23	J. Haims	0.70	Correspondence about objection to retention of debtor's investment banker and strategy; review relevant case documents.
05/15/23	D. Northrop	0.50	Research to confirm no state-level UCC filings in Georgia against debtor/obligors Mountain Express Oil Company, Mountain Express Oil Company Southeast LLC, Mountain Express Baking and Coffee Co., Mountain Express Ethanol Company, MEX North Alabama, LLC, Mountain Terminal Property, LLC, and Second Financial Management Services, LLC.
05/15/23	C. Greer	0.80	Circulate FTI retention order (.2); circulate Pachulski retention order (.2); circulate interim compensation order (.2); circulate ordinary course professionals order (.2).
05/15/23	C. Greer	0.30	Update critical dates calendar.
05/15/23	C. Greer	0.20	Prepare witness & exhibit list for 5/25/23 hearing.
05/15/23	M. Kandestin	3.10	Prepare for MWE team call regarding case strategy (2.2); attend MWE team call (.8); emails with C. Gibbs and M. Helt regarding case strategy (.1).
05/15/23	M. Kandestin	1.90	Review 1st omnibus lease rejection pleadings (1.8); emails with Province team regarding same (.1).



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Date	Name	Hours	Description
05/15/23	M. Kandestin	0.80	Emails with J. Geber regarding bar date motion; emails and call with J. Dulberg regarding same with Debtors regarding same; emails with C. Gibbs and M. Helt regarding same (.5); review summary of bar date motion; emails with J. Gerber regarding same (.3).
05/15/23	M. Kandestin	0.30	Emails with J. Gerber regarding Lugenbuhl retention application; review summary of same.
05/15/23	M. Kandestin	0.20	Emails with C. Gibbs, D. Green regarding preparation for May 25th hearing.
05/15/23	C. Gibbs	0.80	Rev of prebill (0.8 hr).
05/15/23	C. Gibbs	3.40	Multiple confs with team re pending work streams (2.1 hr); r/r of multiple emails re same (1.3 hr).
05/15/23	C. Gibbs	1.50	Confs re Objection to Raymond James retention and rev of emails re same (0.9 hr); confs re objection to Independent Directors motion (0.6 hr).
05/15/23	E. Seitz	1.80	Review docket and recently-filed pleadings (0.7); attn to correspondence re same (0.4); attend weekly team call (0.7).
05/15/23	E. Seitz	4.10	Review additional documentation for lien analysis (4.1).
05/15/23	J. Gerber	3.10	Revise work in progress document (.60); confer with G. Williams and L. Barrett on the same (.20); attend weekly McDermott team call (.70); review draft of bar date motion per M. Kandestin (1.10); compile summary and issues list on the same (.50).
05/15/23	J. Gerber	3.20	Confer with L. Barrett on MWE retention application edits from United States Trustee (.20); confer with M. Helt on Province retention application (.20); update Province retention order per United States Trustee comments (.40); confer with M. Kandestin, M. Helt and C. Gibbs on the same (.20); confer with C. Greer on notices for revised proposed retention orders (.20); review draft of Lugenbuhl retention application per M. Kandestin (1.30); compile summary and issues list on the same (.50).
05/15/23	M. Helt	2.90	Review/analyze sale papers/letters of intent (.8); prepare for summary chart re same (.7); work on sale/valuation issues (1.4).
05/15/23	M. Helt	1.70	Lengthy work with Province on landlord issues (.8); follow-up work on landlord issues and analysis (.9).



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Date	Name	Hours	Description
05/15/23	M. Helt	2.10	Lengthy work on RJ issues (1.7); follow-up call with RJ re same (.4).
05/15/23	D. Green	3.50	Team status conference (.7); review application to employ Raymond James and Committee objection to same and strategize regarding discovery needed for same (1.5); communications with Joel Haims (.3); communications with Marcus Helt (.2); communications with Maris Kandestin (.2); strategy communications with Marcus Helt and Joel Haims (.2); email communications with Debtor's counsel regarding deposition (.1); communications with Lucas Barrett regarding deposition notice (.1); communications with counsel for the Debtors (.2).
05/15/23	G. Williams	0.70	Attend weekly MWE conference.
05/15/23	J. Haims	1.50	Correspondence about objection to retention of debtor's investment banker and strategy; review relevant case documents and motion papers.
05/15/23	L. Barrett	0.80	Attend MWE Team weekly strategy call.
05/15/23	L. Barrett	0.30	Correspond with working group re case status.
05/15/23	L. Barrett	0.50	Review, analyze work in progress chart
05/15/23	L. Barrett	0.70	Draft deposition notice.
05/16/23	R. Smethurst	0.30	Call with M. Helt regarding D&O evaluation; internet research regarding Mountain Express bankruptcy for context.
05/16/23	J. Hollinger	0.20	Attention to environmental issues, per M. Kandestin request.
05/16/23	D. Northrop	1.50	Further research to confirm that there are no state-level UCC filings in Georgia against debtor/obligors Mountain Express Oil Company, Mountain Express Oil Company Southeast LLC, Mountain Express Baking and Coffee Co., Mountain Express Ethanol Company, MEX North Alabama, LLC, Mountain Terminal Property, LLC, and Second Financial Management Services, LLC (1.3); e-mail correspondence with E. Seitz regarding same (0.2).
05/16/23	C. Greer	0.20	Circulate Pachulski first monthly fee statement.
05/16/23	C. Greer	0.10	Update critical dates calendar.
05/16/23	M. Kandestin	3.80	Prepare for call with Province regarding 1st omnibus lease rejection motion (.5); emails with J. Hollinger regarding



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Date	Name	Hours	Description
			same; call with Province regarding same; emails with L. Barrett regarding research regarding same (.5); review relevant leases (2.8).
05/16/23	M. Kandestin	0.60	Emails with L. Barrett regarding updates to critical dates calendar and WIP (.1); call with C. Gibbs regarding case strategy and updates (.5).
05/16/23	M. Kandestin	1.40	Emails with J. Gerber regarding Lugenbuhl retention application (.1); call with J. Gerber regarding UST's comments to MWE and Province applications (.8); emails with MWE Team regarding same (.1); emails with Debtors regarding independent directors ratification motion; emails with C. Gibbs regarding same; emails with J. Haim, D. Green, L. Barrett regarding same (.4).
05/16/23	M. Kandestin	0.60	Emails with C. Gibbs and M. Helt regarding bar date motion; emails with J. Gerber regarding same; call with J. Dulberg regarding same (.4); emails with J. Gerber regarding revisions to bar date order (.2).
05/16/23	C. Gibbs	2.80	Rev of multiple emails re various matters involving case administration (1.3 hr); confs with co-counsel re same (1.5 hr).
05/16/23	C. Gibbs	1.00	Confs with co-counsel re Raymond James Retention Objection (1.0 hr).
05/16/23	C. Gibbs	0.70	Confs with co-counsel re review of financing documents and status of document production (0.7 hr).
05/16/23	C. Gibbs	0.40	Confs re Bar Date Motion (0.4 hr).
05/16/23	E. Seitz	3.80	Review additional documentation for lien analysis (3.8).
05/16/23	E. Seitz	0.90	Correspondence with lender's counsel, debtor re additional documents requests (0.9).
05/16/23	E. Seitz	1.60	Review docket and recently-filed pleadings (1.2); attn to correspondence re same (0.4).
05/16/23	J. Gerber	2.10	Confer with M. Kandestin on UST edits to Province and MWE retention orders (.60); confer with Province team on UST edits to retention order (.20); compile list of issues on special counsel application (.80); confer with Debtors' counsel on the same (.20); confer with M. Helt on Raymond James application (.10); confer with L. Barret on revised MWE retention order (.20).
05/16/23	J. Gerber	4.40	Review bar date orders per M. Kandestin (1.20); draft



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Date	Name	Hours	Description
			email on bar date motion to debtors' counsel (.40); confer with M. Kandestin on the same (.20); revise bar date motion, order and exhibits for debtors' review per M. Kandestin (.50); confer with L. Barrett on WIP updates (.20); confer with T. McLaren on data gathered on pre-petition transfers (.20); research bar date motions in SDTX per M. Kandestin (1.30); provide summary of research to M. Kandestin (.20); review updates on de minimis procedures motion (.20).
05/16/23	J. Gerber	0.20	Confer with B. Brownstein on lease discussions (.20).
05/16/23	M. Helt	3.50	Phone call with debtor's counsel re lease-rejection issues (.4); follow-up review/analysis re same (1.4); follow-up analyze re insider issues (1.7).
05/16/23	M. Helt	2.70	Review/analyze RJ settlement structure (.8); review/analyze comparison chart for hearing preparation (1.9).
05/16/23	D. Green	3.00	Work on deposition notice (.2); communications with Luke Barrett (.2); strategy call with opposing counsel regarding discovery (.3); communications with Ryan Smethurst (.2); communications with Maris Kandestin regarding hearing prep (.2); discovery conference call with plaintiff's counsel (.2); strategy communications with Adam Rosen regarding deposition (.3); communications with team regarding discovery for Raymond James deposition (.4); strategy communications with Marcus Helt (.3); review and analyze comps (.6); review draft email to opposing counsel (.1).
05/16/23	J. Haims	1.00	Correspondence about depositions and prep and case strategy; review relevant documents.
05/16/23	L. Barrett	0.30	Correspond with D. Green re discovery coordination
05/16/23	L. Barrett	0.40	Correspond with working group, Debtors' counsel re call scheduling.
05/16/23	L. Barrett	1.30	Review, analyze objection to independent director motion, independent director motion.
05/16/23	L. Barrett	1.20	.Draft summary memo re de minimis sale procedures.
05/16/23	L. Barrett	0.50	Review comments to MWE Retention Application.
05/16/23	L. Barrett	0.20	Correspond with working group re case status.
05/17/23	R. Smethurst	0.80	Review Mex D&O policy and send summary of same to



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Date	Name	Hours	Description
			M. Helt and D. Green.
05/17/23	D. Northrop	0.20	Research for mortgages and/or deeds of trust encumbering real property located at (i) 4230 Knox Bridge Highway, Canton, GA and (ii) the intersection of Highway 167 and N. Edgar Street, Fordyce, AR.
05/17/23	C. Greer	0.40	Schedule court reporter for G. Richards 5/23/23 deposition (.2); schedule court reporter for A. Rosen 5/23/23 deposition (.2).
05/17/23	C. Greer	0.80	Review interim compensation order and email J. Gerber regarding interim fee applications filing deadline (.2); calendar relevant dates regarding same (.4); circulate FTI first monthly fee statement (.2).
05/17/23	M. Kandestin	0.20	Emails with MWE team regarding fee applications; emails with J. Gerber and L. Barrett regarding amended Gibbs declaration for MWE retention application.
05/17/23	M. Kandestin	2.40	Prepare for May 25, 2023 hearing regarding independent director ratification motion (2.1); emails with J. Ruff regarding same; emails with D. Green and L. Barrett regarding discovery regarding same (.2).
05/17/23	M. Kandestin	0.80	Revise bar date order, notices (.4); emails with J. Gerber regarding same; call and emails with J. Dulberg regarding same (.4).
05/17/23	M. Kandestin	0.20	Emails with M. Helt regarding lease rejection issues.
05/17/23	M. Kandestin	0.10	Emails with L. Barrett regarding motion to extend challenge period.
05/17/23	M. Kandestin	0.30	Weekly professionals' call (Debtors and Committee); emails with C. Gibbs and M. Helt regarding same.
05/17/23	M. Kandestin	0.50	Call with L. Barrett regarding discovery regarding independent director ratification motion; emails with MWE team regarding depositions regarding Raymond James retention application.
05/17/23	C. Gibbs	2.80	Rev of multiple emails re status of various pending work streams and case admin matters (1.8 hr); confs with co-counsel re same (1.0 hr).
05/17/23	C. Gibbs	1.00	Review of multiple emails re Raymond James Retention Objection and confs re same (1.0 hr).
05/17/23	C. Gibbs	0.80	Confs re Motion To Reject leases of AR Global and review of emails re same (0.8 hr).



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Date	Name	Hours	Description
05/17/23	E. Seitz	2.30	Conduct lien analysis (2.3).
05/17/23	E. Seitz	1.10	Review additional documents (1.1).
05/17/23	E. Seitz	1.60	Review docket and recently-filed pleadings (1.0); attn to correspondence re same (0.6).
05/17/23	J. Gerber	2.10	Call with PSZJ, FTI, Province (.20); confer with C. Greer on fee summary and application dates (.20); confer with M. Kandestin on same (.30); review draft monthly fee summaries for McDermott and Province (.40); confer with Province on timing of fee summaries and application date (.30); confer with T. McLaren on prepetition data from FTI (.20); confer with G. Williams on updating and circulating WIP and Critical Dates memos (.50).
05/17/23	J. Gerber	0.50	Confer with L. Barrett on update McDermott retention order and Gibbs declaration (.20); confer with M. Kandestin on independent director motion (.30).
05/17/23	M. Helt	3.10	Phone call with debtor's counsel re RJ settlement (.5); follow-up analysis re same (2.2); phone call with Province re settlement/hearing on same (.4).
05/17/23	D. Green	1.60	Communications with Adam Rosen and Joel Haims (.4); review deposition notice (.1); work with Cathy Greer to schedule court reporter for depositions (.2); strategy communications with Marcus Helt (.4); communication with Marcus Helt and Ryan Smethurst regarding D&O (.2); communications with counsel for the Bank (.2); communications with Maris Kandestin (.1).
05/17/23	G. Williams	0.30	Update WIP.
05/17/23	J. Haims	1.00	Correspondence about depositions and prep; prepare for depositions.
05/17/23	L. Barrett	0.20	Call with Debtors' Professionals re case status.
05/17/23	L. Barrett	0.20	Review draft monthly fee statement.
05/17/23	L. Barrett	0.30	Call with J. Haims re discovery.
05/17/23	L. Barrett	0.40	Correspond with working group re case status.
05/17/23	L. Barrett	0.30	Call with Marcus re challenge period.
05/17/23	L. Barrett	0.20	Review, analyze deposition notices.
05/17/23	L. Barrett	0.30	Review, analyze work in progress list.
05/18/23	J. Hollinger	0.50	Evaluate environmental aspects of debtor lease rejection motion, including related review of debtor environmental agreements.



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Date	Name	Hours	Description
05/18/23	D. Northrop	0.60	Further research for mortgages and/or deeds of trust encumbering real property located at (i) 4230 Knox Bridge Highway, Canton, GA and (ii) the intersection of Highway 167 and N. Edgar Street, Fordyce, AR.
05/18/23	D. Northrop	0.50	Telephone conference with E. Seitz and G. Williams regarding research in connection with differences in perfecting security interests in GA, MS, NV, TX and DE (0.2); research regarding filing office provisions in the GA and TX commercial codes (Article 9 – Secured Transactions) (0.2); e-mail correspondence with G. Williams regarding same (0.1).
05/18/23	C. Greer	0.70	Finalize and circulate notice of deposition of L. Perkins (.2); finalize and circulate notice of deposition of C. Barbarosh (.2); finalize Committee's first request for production of documents by Debtors' independent directors (.3).
05/18/23	C. Greer	1.80	Prepare notice of filing of MWE proposed revised retention order (.8); prepare notice of filing of Province proposed revised retention order (.8); circulate notice of filing of additional professional to be employed by Debtors in ordinary course of business (.2).
05/18/23	M. Kandestin	4.30	Call with D. Green and L. Barrett regarding discovery related to independent directors ratification motion (.3); review draft discovery requests (.6); multiple emails with D. Green and L. Barrett regarding comments to same (.5); emails with J. Gerber regarding motion for continuance regarding same (.4); revise same (.8); multiple communications with C. Gibbs, M. Helt regarding same, discovery, hearing on same (.5); review UST's objection to same (.2); call with J. Ruff regarding same (.4); emails with MWE team regarding same; emails with L. Barrett re: discovery issues (.3); call with M. Helt regarding status of Raymond James application (.3).
05/18/23	M. Kandestin	0.50	Call with M. Helt regarding case strategy (.5).
05/18/23	M. Kandestin	0.50	Review de minimis asset sale procedures motion; emails with MWE Team regarding comments to same.
05/18/23	C. Gibbs	3.30	Rev of multiple emails re case admin matters and re pending workstreams (2.5 hr); confs with co-counsel re



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Date	Name	Hours	Description
			same (0.8 hr).
05/18/23	E. Seitz	1.10	Review docket and recently-filed pleadings (0.6); attn to correspondence re same (0.5).
05/18/23	E. Seitz	2.50	Review additional documents (2.5).
05/18/23	E. Seitz	3.50	Conduct lien analysis (3.5).
05/18/23	J. Gerber	2.10	Confer with G. Williams on updates to WIP and critical dates memos (.20); confer with C. Greer on monitoring deadlines for ordinary course professionals (.20); draft committee meeting agenda (.30); confer with L. Barrett on committee meeting minutes (.20); review and revise WIP and Critical dates documents (1.0); confer with G. Williams on the same (.20).
05/18/23	J. Gerber	4.20	Draft motion to continue hearing on independent directors motion per M. Kandestin (3.30); revise the draft motion to continue (.80); confer with L. Barrett and G. Williams on hearing notices (.10).
05/18/23	M. Helt	6.30	Lengthy work on RJ settlement (1.8); phone call with debtor's counsel re same (.4); prepare for and participate in phone calls with counsels for UCC members re same (1.7); work on 5/25 hearings (1.9); follow-up call with debtor's counsel re RJ settlement (.2); work with team re same (.3)
05/18/23	D. Green	0.80	Communications with team regarding discovery for independent directors motion including review of draft discovery (.6); communications with team regarding discovery logistics for Raymond James depositions (.2).
05/18/23	G. Williams	1.60	Multiple conferences with D. Northrop and E. Seitz concerning lien review concerns (.5); research relating to same (1.1).
05/18/23	J. Haims	1.00	Prepare for and correspond about depositions.
05/18/23	L. Barrett	0.30	Discovery coordination call with MWE Team.
05/18/23	L. Barrett	3.20	Draft, revise document requests.
05/18/23	L. Barrett	0.20	Correspond with Province Team re comps.
05/18/23	L. Barrett	0.30	Review Province Presentation.
05/18/23	L. Barrett	0.40	Correspond with working group re document requests.
05/18/23	L. Barrett	0.50	Draft deposition notices.
05/18/23	L. Barrett	0.40	Correspond with working group re case status.
05/18/23	L. Barrett	0.30	Call with Debtors re discovery.



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Date	Name	Hours	Description
05/18/23	L. Barrett	0.40	Correspond with Debtors re discovery.
05/18/23	L. Barrett	0.30	Review, analyze work in progress list.
05/18/23	L. Barrett	0.40	Review Motion to Continue.
05/18/23	L. Barrett	0.20	Call Court re hearing date.
05/19/23	C. Greer	0.20	Circulate bar date motion.
05/19/23	C. Greer	1.30	Assemble documents, set up production and upload documents regarding Committee objection to Raymond James retention application.
05/19/23	C. Greer	0.70	Review docket and update critical dates calendar.
05/19/23	M. Kandestin	0.60	Call with C. Gibbs and M. Helt regarding case strategy (.4); emails with J. Gerber regarding WIP and critical dates calendar (.2).
05/19/23	M. Kandestin	1.30	Call and emails with M. Helt regarding Raymond James order (.3); emails with C. Gibbs and M. Helt regarding independent directors ratification motion; emails with Debtors regarding same (.3); revise proposed order regarding Raymond James application (.7).
05/19/23	M. Kandestin	0.80	Review Debtors' redline of bar date motion (.3); call with B. Wallen regarding bar date motion; emails with C. Gibbs and M. Helt regarding same (.5).
05/19/23	C. Gibbs	3.30	Multiple confs with co-counsel re pending workstreams (1.2 hr); rev and prep of multiple emails re same (2.1 hr).
05/19/23	E. Seitz	1.40	Review docket and recently-filed pleadings (0.9); attn to correspondence re same (0.5).
05/19/23	E. Seitz	1.10	Review additional documentation for lien analysis (1.1).
05/19/23	E. Seitz	0.90	Correspondence re additional documents requests (0.9).
05/19/23	E. Seitz	3.30	Review lease rejection motion (0.9); further review of leases (2.4).
05/19/23	J. Gerber	1.10	Review revised bar date motion (.20); confer with M. Kandestin on the same (.20); confer with G. Williams on agenda for MWE team meeting (.10); update meeting agenda (.40); revise weekly WIP (.20).
05/19/23	J. Gerber	0.60	Draft response to debtors for information on ordinary course professionals (.50); confer with M. Kandestin on the same (.10);
05/19/23	M. Helt	7.20	Lengthy preparation for next week's hearings (4.3); attend hearing-preparation call (.4); lengthy work with UCC members and Province re hearing issues and settlement



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Date	Name	Hours	Description
05/19/23	D. Green	1.00	(1.6); review/analyze lender issues (.9). Communications with Lucas Barrett regarding discovery (.3); communications with Debtors' counsel regarding pending motions (.3); communications with Cathy Greer regarding Rosen deposition (.1); communications with Joel Haims and Lucas Barrett regarding discovery (.3).
05/19/23	G. Williams	0.60	Revise WIP, Critical Dates Memo, and meeting agendas (.4); multiple communications with L. Barrett and J. Gerber concerning same (.2).
05/19/23	G. Williams	3.70	Conduct review of Commercial Codes for TX, MS, DE, NV, and GA for purposes of assessing lien validity (2.7); prepare summary memorandum concerning same (.9); distribute same to E. Seitz and D. Northrop (.1).
05/19/23	J. Bishop Jones	1.20	Review correspondence between E. Seitz and D. Northrop regarding searches for secured interests in Debtor's real estate in Georgia and Arkansas (.3); research applicable state document requirements to record secured interest in real property for in both states (.3); perform real property deeds/records searches on Westlaw and with local entities websites to determine if Debtor's properties are secured (.4); correspond with E. Seitz regarding findings (.2).
05/19/23	J. Haims	4.00	Prepare for and correspond about depositions.
05/19/23	L. Barrett	3.40	Call with J. Haims re discovery (0.10); follow up call re same (0.60); correspond with D. Green re discovery (0.30); review, analyze Province comparison (0.60); review, analyze production to Debtors (0.70); prepare production to Debtors (1.10).
05/20/23	M. Kandestin	2.60	Call with M. Helt regarding Raymond James order (.2); revise same (.4); emails with C. Gibbs M. Helt regarding same; emails with Debtors regarding same (.4); emails with MWE team regarding meet and confer with Debtors regarding independent directors' ratification motion; emails with Debtors regarding same (.3); participate in meet and confer with Debtors regarding same (.3); emails with C. Gibbs and M. Helt regarding same, May 25, 2023 hearing, Raymond James order (.5); review correspondence from Debtors regarding independent directors ratification motion; emails with C. Gibbs and M.



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Date	Name	Hours	Description
05/20/23	C. Gibbs	2.80	Helt regarding same (.5). Rev of multiple emails re resolution of various pending disputes and prep of multiple emails re same (1.9 hr); multiple confs with co-counsel re same (0.9 hr).
05/20/23	J. Gerber	0.30	Attend call on independent director motion with MWE and PSZJ teams.
05/20/23	M. Helt	0.60	Work on RJ amended order (.4); communicate with debtor's counsel re same (.2).
05/20/23	M. Helt	1.70	Review/analyze ID issues and next steps (1.7).
05/20/23	D. Green	1.70	Communications with team regarding independent director motion and Raymond James motion preparation (1.1); meet and confer with opposing counsel regarding discovery for independent director hearing (.3); review revisions to stipulation with Bank and communications with team regarding same (.3).
05/20/23	G. Williams	0.40	Prepare for (.4) and attend (.2) conference with E. Seitz concerning lien review of Debtors' assets.
05/20/23	J. Haims	2.00	Prepare for and correspond about Raymond James deposition.
05/21/23	M. Kandestin	0.40	Responsive email to Debtors regarding independent directors ratification motion; emails with Debtors regarding Raymond James discovery; emails with M. Helt regarding independent directions ratification motion, Raymond James retention.
05/21/23	M. Kandestin	0.30	Revise critical dates calendar and WIP; emails with G. Williams regarding same.
05/21/23	C. Gibbs	1.80	Rev of multiple emails re case admin matters (1.1 hr); rev of updated work stream list (0.3 hr); rev of emails re stipulation regarding discovery disputes for hearing on Objection to Ind Director Motion (0.4 hr).
05/21/23	C. Gibbs	0.30	Rev of emails re status of document production from DIP Lenders (0.3 hr).
05/21/23	C. Gibbs	0.30	Rev of Bar Date Motion (0.3 hr).
05/21/23	M. Helt	1.30	Phone call with debtor's counsel re 5/25 hearing (.4); address follow-up issues and analysis (.9).
05/21/23	D. Green	0.50	Communications with opposing counsel regarding independent director application (.3); communications with Joel Haims regarding discovery (.2).



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Date	Name	Hours	Description
05/21/23	G. Williams	0.40	Revise WIP and Critical Dates Memo (.3); circulate same to C. Gibbs, E. Seitz, M. Helt, M. Kandestin, L. Barrett, and J. Gerber (.1).
05/21/23	L. Barrett	1.70	Draft Committee Call Minutes.
05/21/23	L. Barrett	0.50	Review, analyze working group correspondence re case status.
05/21/23	L. Barrett	0.40	Review, analyze revised Raymond James order.
05/21/23	L. Barrett	0.30	Review, analyze updated WIP.
05/22/23	D. Northrop	0.70	Research for recorded deeds relating to Mountain Express Oil Company property located in Fordyce, AR.
05/22/23	M. Kandestin	0.20	Review Committee meeting minutes; emails with L. Barrett regarding comments to same.
05/22/23	M. Kandestin	0.70	MWE Team call regarding case strategy.
05/22/23	M. Kandestin	1.40	Review revised Raymond James retention order (.3); emails with C. Gibbs and M. Helt regarding same; call with M. Helt regarding same (.3); revise same; emails with Debtors regarding same (.5); review draft board resolution regarding ratification motion; emails with C. Gibbs and M. Helt regarding same; emails with L. Barrett regarding same (.3).
05/22/23	M. Kandestin	0.20	Research regarding lease issues; call with L. Barrett regarding same (.2).
05/22/23	M. Kandestin	5.60	Emails with C. Gibbs and M. Helt regarding May 25, 2023 hearing (.1); prepare for same (5.5).
05/22/23	C. Gibbs	3.40	Rev of multiple emails re pending work streams (1.3 hr); multiple confs with co-counsel re pending matters (1.5 hr); rev of pleadings re prep for dispute on Independent Director Motion (0.6 hr).
05/22/23	C. Gibbs	0.40	Rev of emails re discovery status (0.4 hr).
05/22/23	E. Seitz	2.40	Review docket and recently-filed pleadings (1.2); attn to correspondence re same (0.5); attend weekly team call (0.7).
05/22/23	E. Seitz	1.60	Conduct lien analysis (1.6).
05/22/23	E. Seitz	0.80	Correspondence re additional documents requests (0.8).
05/22/23	E. Seitz	2.10	Review lease rejection motion; research re same (2.1).
05/22/23	M. Helt	2.40	Lengthy work on sale issues.
05/22/23	D. Green	0.50	Review email from Debtors' counsel and draft resolution of independent director application (.1); communications



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Date	Name	Hours	Description
			with team regarding Raymond James application settlement discussions (.2); communications with Debtors' counsel regarding same (.2).
05/22/23	J. Haims	0.30	Correspondence about depositions.
05/22/23	L. Barrett	0.20	Review Witness and Exhibit list.
05/22/23	L. Barrett	0.30	Correspond with conflicts team re retention application.
05/22/23	L. Barrett	0.40	Review, revise Committee Meeting Minutes.
05/22/23	L. Barrett	0.20	Correspond with Committee re Committee Meeting Minutes.
05/22/23	L. Barrett	0.40	Correspond with Province re De Minimis Asset Motion.
05/22/23	L. Barrett	0.40	Review, analyze Raymond James EL.
05/22/23	L. Barrett	0.70	Review, analyze sale documents.
05/22/23	L. Barrett	0.80	Attend weekly MWE strategy call.
05/23/23	D. Northrop	0.70	E-mail correspondence with E. Seitz regarding warranty deeds involving Mountain Express Oil Company and Taylor Mercantile LLC relating to real property located in Fordyce, AR (0.3); research regarding conducting searches for recorded deeds relating to any real property owned by any of the obligors on the debtors' prepetition credit facility, per the request of E. Seitz (0.4).
05/23/23	C. Greer	0.20	Circulate stipulation by and between Debtor and Samnosh regarding extending Debtors' deadline to respond to Samnosh's first amended motion to compel rejection of executory contracts.
05/23/23	C. Greer	1.80	Circulate U.S. Trustee witness & exhibit list for 5/25/23 hearing (.2); circulate Debtors' witness & exhibit list for 5/25/23 hearing (.2); prepare hearing binders for 5/25/23 hearing (1.2); circulate notice of amended hearing time for 5/25/23 hearing (.2).
05/23/23	C. Greer	0.60	Update critical dates calendar.
05/23/23	C. Greer	0.20	Circulate U.S. Trustee objection to Debtors' motion to file under seal supplemental declaration of G. Richards in support of Raymond James retention application.
05/23/23	M. Kandestin	4.70	Review original RJ engagement letter; emails with M. Helt regarding same (.3); review Debtors' markup of RJ order (.2); call with M. Helt regarding same (.7); call with PSZJ & Raymond James regarding latter's retention order (1.0); call with M. Helt regarding same, MWE retention,



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Date	Name	Hours	Description
			May 25th Hearing; emails with C. Gibbs and M. Helt regarding same (.5); emails and calls (x2) with J. Ruff regarding ratification motion (.6); emails with Debtors regarding ratification motion (.2); emails with C. Gibbs and M. Helt regarding same, seal motion (.4); prepare response to Debtors regarding request to enter into fact stipulations in connection with ratification motion (.5); emails with Debtors regarding Raymond James retention; emails with C. Gibbs and M. Helt regarding same (.3).
05/23/23	M. Kandestin	0.80	Call with C. Gibbs and M. Helt regarding case strategy.
05/23/23	M. Kandestin	2.80	Emails with C. Gibbs regarding status of matters going forward at May 25th hearing (.3); prepare for May 25th hearing (2.1); review Debtors' proposed stipulation of undisputed facts (.2); emails with C. Gibbs and M. Helt regarding same (.2).
05/23/23	M. Kandestin	1.80	Prepare email recommendation and status update to Committee regarding Raymond James application and ratification motion (1.1); call with A. Silfen regarding same; call with J. Maddock regarding same (.3); email to Committee Members regarding same (.2); call with B. Brownstein regarding same (.2).
05/23/23	M. Kandestin	0.70	Multiple emails with L. Barrett regarding Necessity's motion to compel (.4); multiple emails with C. Gibbs and M. Helt regarding same and Debtors' rejection motion (.3).
05/23/23	C. Gibbs	2.20	Rev of multiple emails re various matters involving case admin (1.1); rev of pleadings re hearing prep on matters set for 5/25 (1.1).
05/23/23	E. Seitz	0.50	Conduct lien analysis (0.5).
05/23/23	E. Seitz	1.20	Correspondence re additional documents requests (1.2).
05/23/23	E. Seitz	1.90	Attn to RJ objection issues (1.9).
05/23/23	E. Seitz	1.60	Review docket and recently-filed pleadings (1.0); attn to correspondence re same (0.6).
05/23/23	M. Helt	4.10	Work on lease-rejection / damages issues (2.2); lengthy work on sale issues (1.9).
05/23/23	M. Helt	3.20	Lengthy work on RJ objection.
05/23/23	D. Green	0.50	Communications with team regarding Raymond James application (.2); communications with debtors' counsel



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Date	Name	Hours	Description
			regarding independent director application (.2); communications with Agent regarding status of document production (.1).
05/23/23	G. Williams	2.40	Revisions to lien review memo (1.2); research concerning same (1.1); correspondence with E. Seitz relating to same (.1).
05/23/23	J. Haims	1.50	Correspondence about depositions; prepare for depositions.
05/23/23	L. Barrett	0.10	Correspond with conflicts re client report.
05/23/23	L. Barrett	0.20	Correspond with working group re case status.
05/23/23	L. Barrett	2.10	Research re 365(d) issues.
05/23/23	L. Barrett	0.50	Draft summary of 365(d) research.
05/23/23	L. Barrett	0.20	Review, analyze fact stipulation
05/24/23	C. Greer	0.20	Circulate Debtors' reply in support of motion ratifying appointment of independent directors (.2); circulate Debtors' proposed order ratifying appointment of independent directors (.2).
05/24/23	C. Greer	3.00	Update witness & exhibit list for 5/25/23 hearing (.4); assemble exhibits to same (.8); finalize emergency motion to seal exhibits (.1); file same (.2); file witness & exhibit list for 5/25/23 hearing (.2); file exhibits to witness & exhibit list under seal (.3); circulate and serve by email (.2); preparation of additional hearing binders for 5/25/23 hearing (.8).
05/24/23	C. Greer	0.20	Circulate declaration of disinterestedness of Young Moore & Henderson.
05/24/23	C. Greer	0.20	File supplemental declaration of C. Gibbs in support of MWE retention application.
05/24/23	C. Greer	0.80	Circulate agenda for 5/25/23 hearing (.2); prepare binder re: same (.6).
05/24/23	M. Kandestin	0.40	Review revised Raymond James order; emails with C. Gibbs and M. Helt regarding same (.2); emails with L. Barrett regarding revised MWE retention documents; emails with C. Gibbs and M. Helt regarding same (.2).
05/24/23	M. Kandestin	0.30	Weekly call with Debtor and Committee professionals (.3).
05/24/23	M. Kandestin	7.00	Emails with Debtors regarding fact stipulation regarding ratification motion (.2); emails with M. Helt regarding



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Date	Name	Hours	Description
			Raymond James order (.1); continued preparation for May 25, 2023 hearing (4.1); review Debtors' reply to objections to ratification motion (1.0); emails with C. Gibbs regarding same (.2); emails with C. Gibbs regarding same; Call with M. Helt regarding same (.3); review updated supplemental Gibbs declaration; emails with L. Barrett regarding updates to same; review amended proposed ratification order; emails with C. Gibbs regarding same (.2); Emails with L. Barrett regarding W/E list; emails with C. Gibbs regarding same; emails with Debtors regarding same (.5); emails with Debtors regarding Raymond James order; review agenda for May 25, 2023 hearing (.2).
05/24/23	C. Gibbs	0.50	Rev of final agreement and proposed Order on Raymond James retention (0.5 hr).
05/24/23	C. Gibbs	0.70	Weekly conf call with Debtors' advisors (0.7 hr).
05/24/23	C. Gibbs	3.20	Rev of multiple emails re various pending work streams re case admin issues and prep of multiple replies (1.4 hr); prep for hearing on Motion To Ratify Independent Directors (1.8 hr).
05/24/23	E. Seitz	4.10	Review docket and recently-filed pleadings (1.4); attn to correspondence re same (0.6); Thursday hearing prep (2.1).
05/24/23	E. Seitz	1.40	Draft lien analysis memo (1.4).
05/24/23	E. Seitz	1.10	Correspondence re additional documents requests (1.1).
05/24/23	M. Helt	5.90	Work on RJ issues (2.9); prepare for tomorrow's hearing (.7); lengthy work on sale issues (1.6); participate in UCC call (.7).
05/24/23	D. Green	0.20	Communications with Lender's counsel (.1); communications with Eric Seitz regarding investigation strategy (.1).
05/24/23	G. Williams	2.00	Revise lien review memo (.8); research concerning same (1.2).
05/24/23	L. Barrett	0.80	Call with Debtors Professionals re case status.
05/24/23	L. Barrett	0.60	Calls with C. Greer re Witness and Exhibit List.
05/24/23	L. Barrett	0.60	Draft motion to seal.
05/24/23	L. Barrett	0.30	Review, revise Witness and Exhibit List.
05/24/23	L. Barrett	0.40	Review, analyze Raymond James Retention Order.



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05/24/23	L. Barrett	0.60	Review, analyze Exhibits for Hearings.
05/24/23	L. Barrett	1.30	Draft supplemental Gibbs Disclosure.
05/24/23	L. Barrett	0.40	Review, revise supplemental Gibbs Disclosure.
05/25/23	D. Northrop	3.60	Research for Cherokee County, GA real property records for security deed(s) relating to 4230 Knox Bridge Highway, Canton, GA 30114 (1.1); e-mail correspondence with E. Seitz regarding same (0.1); research real estate records index for all Georgia counties for records relating to Mountain Express Oil Company and the affiliate guarantors of the prepetition credit agreement (1.5); additional research regarding nation-wide and/or state-wide searches (in jurisdictions other than GA) for security deeds relating to real property relating to Mountain Express Oil Company and the affiliate guarantors of the prepetition credit agreement (0.3); draft e-mail memo to E. Seitz summarizing research (0.6).
05/25/23	C. Greer	0.20	Circulate order ratifying appointment of independent directors.
05/25/23	C. Greer	0.40	Circulate proposed Raymond James retention order (.2); circulate Raymond James retention order (.2).
05/25/23	M. Kandestin	0.10	Emails with Province team regarding bar date notice (.1)
05/25/23	M. Kandestin	0.20	Call with M. Helt regarding RJ order.
05/25/23	M. Kandestin	4.50	Prepare for May 25, 2023 hearing, including multiple emails with C. Gibbs regarding same (1.2); calls (x2) with C. Gibbs regarding hearing preparation (.7); calls (x2) and emails with M. Helt regarding May 25, 2023 hearing (.6); attend May 25, 2023 hearing (1.0); call with C. Gibbs and M. Helt regarding same and case strategy (1.0).
05/25/23	M. Kandestin	1.20	Emails with L. Barrett regarding agenda for Committee meeting; prepare for weekly call with Committee (.4); weekly Committee call (.8).
05/25/23	M. Kandestin	0.20	Case status call with L. Barrett.
05/25/23	C. Gibbs	4.50	Prep for and attendance at hearings (4.5 hr).
05/25/23	C. Gibbs	1.30	Prep for and attendance on weekly call with UCC (1.3 hr).
05/25/23	C. Gibbs	0.80	Conf with co-counsel re status of document discovery and agreement on discovery with lender's counsel (0.8 hr).
05/25/23	C. Gibbs	0.70	Conf with co-counsel and advisors re status of sale



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			process (0.7 hr).
05/25/23	E. Seitz	2.10	Review docket and recently-filed pleadings (1.5); attn to correspondence re same (0.6).
05/25/23	E. Seitz	1.60	Draft lien analysis memo (1.6).
05/25/23	E. Seitz	1.80	Correspondence re additional documents requests (1.8).
05/25/23	E. Seitz	1.60	Review fee applications (1.6).
05/25/23	D. Green	0.40	Communications with Lender's counsel regarding investigation discovery (.1); communications with Eric Seitz regarding same (.2); communications with Lucas Barrett regarding stipulation (.1).
05/25/23	G. Williams	3.80	Draft Lien Review memorandum (2.3); review materials and research concerning same (1.5).
05/25/23	L. Barrett	0.20	Correspond with D. Green re motion to compel stipulation
05/25/23	L. Barrett	0.30	Review Province Update Report re forecast, sale process
05/25/23	L. Barrett	0.40	Correspond with Province re De Minimis Asset Motion
05/25/23	L. Barrett	0.30	Call with Debtors counsel re de minimis assets motion
05/25/23	L. Barrett	0.20	Correspond with working group, Province re Committee Call
05/25/23	L. Barrett	0.30	Review, analyze entered Raymond James Retention Order
05/25/23	L. Barrett	0.90	Attend weekly Committee Meeting re Hearing update, lease dispute, case status
05/25/23	L. Barrett	1.40	Attend hearing re: Motion to Ratify Independent Directors and Raymond James Retention
05/26/23	D. Northrop	1.10	Research to determine whether First Horizon Bank filed UCC financing statements in connection with the DIP credit agreement, per the request of E. Seitz.
05/26/23	D. Northrop	0.70	Further research real estate records index for all Georgia counties for records relating to Mountain Express Oil Company and the affiliate guarantors of the prepetition credit agreement (0.3); draft e-mail memo to E. Seitz summarizing research (0.4).
05/26/23	C. Greer	0.60	Circulate second notice of filing of additional professional to be employed by Debtors in ordinary course of business (.2); circulate supplemental declaration of B. Kadden in support of Lugenbuhl retention application (.2); circulate declaration of disinterestedness of James T. Johnston, Jr., LLC (.2).
05/26/23	C. Gibbs	2.60	Rev of multiple emails re pending work streams and prep



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			of multiple replies (1.5 hr); multiple confs with co-counsel re same (1.1 hr).
05/26/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.4); attn to correspondence re same (0.6).
05/26/23	E. Seitz	0.80	Draft lien analysis memo (0.8).
05/26/23	E. Seitz	1.30	Analysis of restructuring issues related to asset sale (1.3).
05/26/23	E. Seitz	1.40	Correspondence re additional documents requests (1.4).
05/26/23	D. Green	0.30	Strategy communications with Eric Seitz regarding DIP Lender's inquiry for search terms (.2); communications with DIP Lender (.1).
05/26/23	G. Williams	0.60	Revise WIP and Critical Dates to reflect weekly case developments.
05/26/23	L. Barrett	1.20	Review, analyze billing entries for privilege, confidentiality.
05/27/23	D. Green	0.10	Communications with DIP Lender regarding document production costs.
05/28/23	C. Gibbs	0.40	Confs with co-counsel re revisions to RJ Retention Order and review of same (0.4 hr).
05/28/23	C. Gibbs	0.50	Confs with co-counsel re Bid Letter issues and rev of draft of same (0.5 hr).
05/28/23	G. Williams	2.30	Revise Lien Perfection memorandum (1.6); review materials concerning same (.7).
05/28/23	L. Barrett	0.20	Correspond with working group re works in progress.
05/29/23	C. Gibbs	0.70	Confs with co-counsel and advisors re sale process (0.3 hr) rev of multiple emails re same (0.4 hr).
05/29/23	C. Gibbs	0.60	Rev of multiple emails re case admin matters (0.6 hr).
05/29/23	L. Barrett	0.20	Review working group correspondence re works in progress.
05/30/23	M. Kandestin	1.90	Emails with L. Barrett regarding lease rejection issues (.2); review research regarding same (1.7).
05/30/23	M. Kandestin	0.50	Emails with Province team regarding environmental issues; call with T. McLaren regarding same; emails with C. Gibbs and M. Helt regarding same.
05/30/23	M. Kandestin	0.10	Emails with G. Williams regarding MWE retention order.
05/30/23	M. Kandestin	0.70	Prepare for weekly MWE Team call (.3); attend same (.4).
05/30/23	C. Gibbs	1.60	R/r of multiple emails re case admin matters and multiple work streams status (0.7 hr); prep for and attendance on conf call with MWE team re pending matters status (0.9



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			hr).
05/30/23	C. Gibbs	0.60	Conf with co-counsel re status of document discovery (0.3 hr); r/r of emails re same (0.3 hr).
05/30/23	C. Gibbs	1.20	Conf with co-counsel re resolution of UST's concerns with MWE retention Order and concerns re language in RJ Retention Order (0.7 hr); r/r of emails re same (0.5 hr).
05/30/23	E. Seitz	1.80	Review employment applications (1.8).
05/30/23	E. Seitz	1.50	Draft lien analysis memo (1.5),
05/30/23	E. Seitz	2.70	Review docket and recently-filed pleadings (1.4); attn to correspondence re same (0.6); attend weekly team call (0.7).
05/30/23	E. Seitz	2.00	Correspondence re additional documents requests (2.0).
05/30/23	J. Gerber	0.30	Confer with B. Wallen on OCP information requested (.30).
05/30/23	J. Gerber	1.20	Review critical dates and work in progress documents (.40); provide feedback to G. Williams on the same (.20); confer with G. Williams and L. Barrett on case updates (.20); attend McDermott team call (.40).
05/30/23	M. Helt	5.10	Review/analyze IOIs and work on legal issues re same (4.4); phone call with debtor's counsel re same (.7).
05/30/23	M. Helt	0.40	Attend UCC strategy call (.4).
05/30/23	D. Green	0.40	Communications with Marcus Helt regarding challenge period stipulation (.2); review and analyze search term list by Eric Seitz (.1); communications with counsel for DIP Lender regarding document production (.1).
05/30/23	G. Williams	0.60	Attend weekly call.
05/30/23	G. Williams	3.50	Draft Lien Review memorandum (2); review Debtors' production of materials concerning same (1.5).
05/30/23	G. Williams	0.30	Revise WIP and Critical Dates.
05/30/23	G. Williams	0.30	Review precedent relating to proposed orders in connection with MWE's retention application (.2); correspondence with M. Kandestin concerning same (.1).
05/30/23	L. Barrett	3.90	Review, analyze billing entries for confidentiality, privilege.
05/30/23	L. Barrett	0.40	Attend weekly MWE strategy call re retention, lease issues.
05/30/23	L. Barrett	0.30	Review, analyze work in progress list, comment on same.
05/30/23	L. Barrett	0.30	Review, analyze annotated diligence request list.



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Date	Name	Hours	Description
05/30/23	L. Barrett	0.30	Correspond with M. Kandestin re 365 research.
05/31/23	J. Hollinger	0.30	Attention to environmental liability issues, including review correspondence and related materials.
05/31/23	D. Northrop	1.80	Research regarding Debtors' ownership of specific parcels of real property located in Pickens County, GA, Lowndes County, MS, and Blount, Cullman, Franklin and Montgomery Counties, AL, including researching online land record sources for all six counties (1.7); teleconference with E. Seitz regarding same (0.1).
05/31/23	D. Northrop	1.40	E-mail correspondence with C. Gibbs (0.1) and then the MWE team (0.1) regarding obtaining transcript of 5/25 hearing transcript; review requests for the 5/25 hearing transcript filed by Oak Street Real Estate Capital LLC and the Debtors on 5/26 and 5/30, respectively (0.2); prepare Committee request for the 5/25 hearing transcript (0.2); file same on the ECF case docket (0.2); e-mail correspondence to the Court's ERO (Electronic Recording Officer) and M. Henry of JTT (the transcriber) regarding submission/filing of Committee's request for the 5/25 hearing transcript (0.1); obtain 5/25 hearing transcript (0.1); review same (0.3); e-mail correspondence with MWE team regarding same (0.1).
05/31/23	M. Kandestin	1.30	Call with C. Gibbs regarding case strategy (.8); weekly call with Debtors' professionals (.5).
05/31/23	M. Kandestin	0.80	Call and emails with L. Barrett regarding lease issues (.4); review dealer termination agreement; emails with Province Team regarding same (.4).
05/31/23	M. Kandestin	0.60	Emails with C. Gibbs and M. Helt regarding MWE retention order; emails with G. Williams regarding same (.2); calls (x2) with M. Helt regarding same, RJ order (.4).
05/31/23	M. Kandestin	0.20	Emails with Debtors regarding environmental diligence; call with J. Hollinger regarding same (.2).
05/31/23	C. Gibbs	1.50	Rev of multiple emails re case admin matters and prep of multiple replies (0.9 hr); confs with co-counsel re same (0.6 hr).
05/31/23	C. Gibbs	1.50	Rev of multiple emails re rejection of multiple leases (0.5 hr) confs with co-counsel re same (0.5 hr); rev of memo re 365d3 research and relevant cases (0.5 hr).



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3783087
 Invoice Date: 06/30/2023

Date	Name	Hours	Description
05/31/23	C. Gibbs	1.00	Weekly conf call with Debtors' advisors (1.0 hr).
05/31/23	E. Seitz	1.50	Review docket and recently-filed pleadings (1.0); attn to correspondence re same (0.5).
05/31/23	E. Seitz	1.20	Analysis of restructuring issues related to asset sale (1.2).
05/31/23	E. Seitz	2.80	Correspondence re additional documents requests (2.8).
05/31/23	J. Gerber	0.20	Confer with L. Barrett and G. Williams on motion to compel rejection (.20).
05/31/23	J. Gerber	0.20	Confer with M. Helt and M. Kandestin on certificates of conference for MWE and Province retention applications (.20).
05/31/23	J. Gerber	0.80	Conferences with T. McLaren on data requested from FTI (.40); attend weekly call with PSZJ, Raymond James and Province teams (.40).
05/31/23	D. Green	0.30	Communications with Eric Seitz regarding search terms; communications with DIP Lender regarding same; communications with DIP Lender regarding stipulation.
05/31/23	L. Barrett	0.50	Follow up research re 365(d) lease performance issues.
05/31/23	L. Barrett	0.20	Call with M. Kandestin re lease issues.
05/31/23	L. Barrett	0.30	Review Debtors production re environmental lease issues.
05/31/23	L. Barrett	0.80	Review, analyze billing entries for confidentiality, privilege.
05/31/23	L. Barrett	0.50	Call with Debtors Professionals re Lease Issues, Dealer Issues, Sale Process.
Total Hours		816.10	Total For Services \$886,778.14

Costs and Other Charges

Description	Amount
Computer Assisted Research	6,863.17
Document Services	3,683.10
Messenger/Courier	63.94
Miscellaneous Disbursements including: Obtain copies of UCC financing statements filed at the county level in Georgia for Georgia-incorporated Mountain Express Oil Company affiliated entities; Obtain copies of recorded deeds relating to property located at Hwy 79B, Fordyce, AR.; Research GSCCCA web database for UCC-1 financing statements filed by First Horizon Bank, as Administrative Agent, in connection with DIP credit	39.90



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3783087
 Invoice Date: 06/30/2023

Description	Amount
agreement in the Mountain Express Oil Company, et al. chapter 11 case (USBC SDTX); Obtain copies of real property records (security deed and plat) from the Cherokee (GA) County Clerk relating to property located at 4230 Knox Bridge Highway, Canton, GA 30114 Obtain copy of transcript	64.80
Total Costs and Other Charges	\$10,714.91
Total This Invoice	<u>\$897,493.05</u>



Official Committee of Unsecured Creditors
Invoice: 3783087

06/30/2023

Invoice Totals

Matter Name	Hours	Fees	Costs and Other Charges	Retainer	Total
0011 Mountain Express Oil Company	816.10	886,778.14	10,714.91	0.00	897,493.05

Exhibit D**Statement of Fees by Project Category**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	60.30	\$64,168.30
B120	Asset Analysis & Recovery	151.30	\$146,526.43
B130	Asset Disposition	13.20	\$15,853.36
B150	Meetings/Communications w/Creditors	45.80	\$54,377.08
B155	Court Hearings	54.00	\$61,493.68
B160	Fee/Employment Applications	87.40	\$78,715.16
B170	Fee/Employment Objections	120.90	\$147,016.89
B185	Assumption/Rejection of Leases	76.50	\$93,911.86
B190	Other Contested Matters	52.80	\$48,352.27
B230	Financing/Cash Collateral Issues	0.90	\$586.50
B260	Board of Directors Matters	138.20	\$159,438.76
B280	Vendor Matters	1.40	\$1,451.80
B290	Insurance	0.80	\$986.00
B310	Claims Admin. & Objections	12.60	\$13,900.05
TOTAL		816.10	\$886,778.14

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-90147 (DRJ)

Jointly Administered

**THIRD MONTHLY FEE STATEMENT OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JUNE 1, 2023 THROUGH JUNE 30, 2023**

Name of Applicant:

McDermott Will & Emery LLP

Authorized to Provide Professional
Services to:

Official Committee of Unsecured Creditors

Date of Retention:

June 7, 2023, effective as of April 5, 2023
[Docket No. 495]

Period for Which Compensation and
Reimbursement Will be Sought:

June 1, 2023 to June 30, 2023

Total Amount of Compensation to Be Sought
as Actual, Reasonable, and Necessary for the
Applicable Period:

\$544,643.27

Total Amount of Expense Reimbursement to
be Sought as Actual, Reasonable, and
Necessary for the Applicable Period:

\$1,334.43

¹ A complete list of each of the Debtors in these Chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at www.kccllc.net/mountainexpressoil. The location of Debtor Mountain Express Oil Company's principal place of business and the Debtors' service address in these Chapter 11 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of April 5, 2023*, dated June 7, 2023 [Docket No. 495] (the “Retention Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated May 15, 2023 [Docket No. 408], (the “Interim Compensation Order”), McDermott Will & Emery LLP (“McDermott”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Mountain Express Oil Company, et al., and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submits this *Third Monthly Fee Statement of McDermott Will & Emery LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from June 1, 2023 Through June 30, 2023* (this “Monthly Statement”).¹ Specifically, McDermott seeks (i) interim allowance of \$544,643.27 for the reasonable and necessary legal services that McDermott rendered to the Committee during the Fee Period; (ii) compensation in the amount of \$435,714.62, which is equal to 80% of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (*i.e.*, \$544,643.27); and (iii) allowance and payment of \$1,334.43 for the actual and necessary expenses that McDermott incurred in connection with such services during the Fee Period.

¹ The period from June 1, 2023, through and including June 30, 2023, is referred to herein as the (“Fee Period”).

Itemization of Services Rendered and Disbursements Incurred

Attached hereto as **Exhibit A** is a schedule of McDermott attorneys and paraprofessionals, who rendered services to the Committee in connection with these Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which McDermott is seeking payment in this Monthly Statement. All of the disbursements comprise the requested sum for McDermott's out-of-pocket expenses, which total \$1,334.43.

Attached hereto as **Exhibit C** are the time and expense records of McDermott, which provide a summary of the time spent by each McDermott professional during the Fee Period as well as an itemization of expenses.

Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by McDermott attorneys and paraprofessionals during the Fee Period with respect to each of the project categories McDermott established in accordance with its internal billing procedures. As reflected in **Exhibit D**, McDermott incurred \$544,643.27 in fees during the Fee Period. Pursuant to this Monthly Statement, McDermott seeks reimbursement for 80% of such fees (\$435,714.62 in the aggregate).

Notice

Pursuant to the Interim Compensation Order, this Monthly Statement has been served upon: (a) Debtor Mountain Express Oil Company, Attn: Michael Healy, CRO (michael.healy@fticonsulting.com); (b) counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 440 Louisiana Street, Suite 900, Houston, Texas 77002, Attn: Jeffrey N. Pomerantz (jpomerantz@pszjlaw.com) and Benjamin L. Wallen (bwallen@pszjlaw.com); (c) Office of the

United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jayson B. Ruff (jayson.b.ruff@usdoj.gov); and (d) counsel to the DIP Agent, Greenberg Traurig LLP, Terminus 200, 3333 Piedmont Road NE, Suite 2500, Atlanta, Georgia 30305, Attn: John Elrod (elrodj@gtlaw.com) and Steven Rosenwasser (steven.rosenwasser@gtlaw.com).

Dated: August 9, 2023
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs (Texas Bar No. 7846300)
Marcus A. Helt (Texas Bar No. 24052187)
Jane A. Gerber (Texas Bar No. 24092416)
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-and-

Maris J. Kandestin (admitted *pro hac vice*)
The Nemours Building
1007 North Orange Street, 10th Floor
Wilmington, Delaware 19801
Telephone: (302) 485-3900
Facsimile: (302) 351-8711
Email: mkandestin@mwe.com

*Counsel to the Official Committee of
Unsecured Creditors*

Exhibit A**Summary of Timekeepers Included in this Fee Statement**

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Corporate Advisory	78.10	\$1,479.00	\$115,509.90
Marcus A. Helt	Partner; Admitted in 2000; Corporate Advisory	77.00	\$1,317.50	\$101,447.50
Maris J. Kandestin	Partner; Admitted in 2004; Corporate Advisory	59.20	\$1,173.00	\$69,441.60
Jacob Hollinger	Partner; Admitted in 1999; Energy & Project Finance	12.80	\$1,232.50	\$15,776.00
Debbie Green	Partner; Admitted in 2005; Trial	9.40	\$1,147.50	\$10,786.50
Eric C. Seitz	Counsel; Admitted in 2009; Corporate Advisory	69.90	\$1,062.50	\$74,268.75
ASSOCIATES				
Jane A. Gerber	Associate; Admitted in 2014; Corporate Advisory	51.80	\$1,062.50	\$55,037.50
Lucas B. Barrett	Associate; Admitted in 2019; Corporate Advisory	71.20	\$939.25	\$66,874.72
Grayson W. Williams	Associate; Admitted in 2021; Corporate Advisory	25.50	\$709.75	\$18,098.67
PARAPROFESSIONALS				
Daniel D. Northrop	Paralegal; Corporate Advisory	12.70	\$569.50	\$7,232.65
Cathy M. Greer	Paralegal; Corporate Advisory	13.90	\$454.75	\$6,321.04
Jacque Bishop Jones	Paralegal; Trial	7.70	\$276.26	\$2,127.18
Catherine O'Brien	Legal Secretary	0.20	\$331.50	\$66.30
Benjamin Casten	Legal Support	0.50	\$544.00	\$272.00
Janet Gorodetsky	Legal Support	1.40	\$463.26	\$648.56
Apurva Ingolikar	Legal Support	3.20	\$229.50	\$734.40

Exhibit B

Expense Summary

Category	Amount
Messenger/Courier	\$224.45
Computer Assisted Research	\$1,089.98
Transportation	\$20.00
TOTAL	\$1,334.43

Exhibit C

Time and Expense Records



Invoice: 3795220
Client: 120657

07/31/2023

Official Committee of Unsecured Creditors
38 Washington Square
Newport, RI 02840

For Services Rendered in Connection with:

Matter: 0011 Mountain Express Oil Company

Date	Name	Hours	Description
06/01/23	J. Hollinger	2.50	Review and analyze environmental documents.
06/01/23	J. Hollinger	0.20	Email communications with J. Dulberg, debtor's counsel regarding environmental issues.
06/01/23	J. Hollinger	0.40	Communications (phone and email) with J. Gerber regarding environmental issues and related matters.
06/01/23	J. Hollinger	0.50	Call with M. Kandestin regarding environmental issues and related matters.
06/01/23	B. Casten	0.50	Generate a new document repository workspace and task and media tracking database for the matter.
06/01/23	D. Northrop	2.20	Review document productions received from Debtors' counsel (1.1); e-mail correspondence with L. Barrett regarding same (0.2); coordinate the uploading of the document productions into Relativity for further review (0.9).
06/01/23	D. Northrop	2.90	Further research regarding Debtors' ownership of specific parcels of real property located in Pickens County, GA, Lowndes County, MS, and Blount, Cullman, Franklin and Montgomery Counties, AL, including researching online land record sources for all six counties (2.2); draft e-mail memo to E. Seitz summarizing research (0.7).
06/01/23	D. Northrop	0.20	Review draft certificates of counsel relating to proposed orders authorizing and approving the Committee's retention of MWE as counsel and Province LLC as financial advisor (0.1); e-mail correspondence with M. Kandestin and J. Gerber regarding revisions to same (0.1).
06/01/23	D. Northrop	0.10	Review notice of hearing regarding Necessity Landlords' motion to compel compliance with post-petition obligations and e-mail correspondence with MWE team regarding same.
06/01/23	D. Northrop	0.10	Review CoC for Debtors' application to employ and retain special litigation counsel (Lugenbuhl Wheaton Peck



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3795220
 Invoice Date: 07/31/2023

Date	Name	Hours	Description
			Rankin & Hubbard) and e-mail correspondence with MWE team regarding same.
06/01/23	M. Kandestin	1.50	Review memorandum regarding Samnosh motion to compel; emails with J. Gerber and L. Barrett regarding same (.2); continue review of research regarding lease rejection issues, including recent precedent (1.3).
06/01/23	M. Kandestin	0.40	Call with J. Gerber regarding objection to bar date motion, case updates.
06/01/23	M. Kandestin	0.10	Emails with C. Gibbs and M. Helt regarding case strategy (.5).
06/01/23	M. Kandestin	0.40	Emails with J. Gerber regarding COCs for MWE and Province retention orders; revise same; emails with J. Gerber regarding OCP issues.
06/01/23	M. Kandestin	0.70	Emails with J. Gerber regarding outstanding diligence requests to Debtors (.2); emails and call with J. Hollinger regarding environmental issues (.2); call with J. Hollinger regarding same (.5).
06/01/23	M. Kandestin	1.60	Emails with MWE Team regarding preparation for weekly Committee call; revise agenda for same; revise prior meeting minutes (.5); prepare for weekly Committee call (.3); call with Province regarding same (.3); participate in weekly Committee call (.5).
06/01/23	M. Kandestin	2.40	Review IOIs re: sale of Debtors' assets.
06/01/23	E. Seitz	1.20	Correspondence re additional documents requests (1.2).
06/01/23	E. Seitz	1.40	Analysis of value= maximizing restructuring outcomes for UCC (1.4).
06/01/23	E. Seitz	1.70	Review docket and recently-filed pleadings (1.3); attn to correspondence re same (0.4).
06/01/23	J. Gerber	2.90	Review proposed agenda for committee meeting (.20); provide multiple edits to the same (.20); review draft of meeting minutes (.30); confer with J. Wainwright and T. McLaren for access to respective data rooms (.10); confer with J. Hollinger on case status (.30); revise draft WIP and critical dates documents (.50); confer with T. McLaren on data requests made to FTI and Debtors' counsel (.30); confer with M. Kandestin on the same (.20); attend weekly pre-call with Province team (.20); attend weekly committee call (.60).



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3795220
 Invoice Date: 07/31/2023

Date	Name	Hours	Description
06/01/23	J. Gerber	0.80	Revise certificates of counsel for the McDermott and Province retention applications (.60); confer with M. Kandestin and D. Northorp on the same (.20).
06/01/23	J. Gerber	0.90	Review motion to compel lease rejection (.40); review drafts of summary of motion to compel (.30); confer with G. Williams and L. Barrett on the same (.20).
06/01/23	M. Helt	2.70	Work on RJ follow-up issues (.4); work on sale issues (1.7); address follow-up issues with debtor's counsel (.6).
06/01/23	D. Green	0.40	Communications with DIP Lender's counsel and review of revisions to stipulation (.2); communications with Eric Seitz regarding revisions to stipulation (.2).
06/01/23	G. Williams	0.70	Review Samnosh LLC motion to compel (.5); provide summary analysis of same to J. Gerber and L. Barrett (.2).
06/01/23	G. Williams	2.10	Revise Lien Perfection Memorandum (1.9); multiple correspondence with E. Seitz concerning same (.2).
06/01/23	J. Gorodetsky	1.10	Prepare new matter for discovery; gather incoming productions; prepare same for review in discovery repository.
06/01/23	A. Ingolikar	0.80	Loaded data to R1, converted pdf format to tiff, overlaid images, updated search index, updated STRs, populated prod fields;
06/01/23	A. Ingolikar	0.80	Loaded data to R1, converted pdf format to tiff, overlaid images, updated search index, updated STRs, populated prod fields;
06/01/23	A. Ingolikar	0.80	Loaded data to R1, converted pdf format to tiff, overlaid images, updated search index, updated STRs, populated prod fields;
06/01/23	A. Ingolikar	0.80	Loaded data to R1, converted pdf format to tiff, overlaid images, updated search index, updated STRs, populated prod fields;
06/01/23	L. Barrett	0.60	Attend call with Committee re case update.
06/01/23	L. Barrett	0.50	Review elements of Debtors Lease/Environmental production.
06/01/23	L. Barrett	0.30	Review Province presentation re Committee Meeting.
06/01/23	L. Barrett	0.20	Correspond with Committee re Committee Meeting.
06/01/23	L. Barrett	1.20	Draft summary of Motion to Compel (0.90); correspond with M. Kandestin re same (0.30).
06/01/23	L. Barrett	0.40	Draft Committee Agenda (0.30); correspond with M.



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3795220
 Invoice Date: 07/31/2023

Date	Name	Hours	Description
06/01/23	L. Barrett	1.50	Kandestin, J. Gerber re same (0.10). Draft meeting minutes re May 25 meeting (1.10); correspond with M. Kandestin re same (0.20); revise same (0.20).
06/01/23	L. Barrett	0.20	Attend call with Province in preparation for Committee call.
06/02/23	J. Hollinger	0.30	Review and analyze Debtor environmental documents.
06/02/23	D. Northrop	0.20	Review Debtors' adversary complaint filed against Imperial Capital LLC, et al. (0.1); e-mail correspondence with MWE team regarding same (0.1).
06/02/23	D. Northrop	0.10	Review OCP declaration of Crowley Fleck PLLP and e-mail correspondence with MWE team regarding same.
06/02/23	D. Northrop	0.10	Review stipulation between Mountain Express Oil Company and Samnosh, LLC and e-mail correspondence with MWE team regarding same.
06/02/23	E. Seitz	1.40	Review docket and recently-filed pleadings (1.1); attn to correspondence re same (0.3).
06/02/23	E. Seitz	1.40	Correspondence re additional documents requests (1.0); revise search proposed search terms (0.4).
06/02/23	E. Seitz	0.60	Analysis of value= maximizing restructuring outcomes for UCC (0.6).
06/02/23	J. Gerber	1.80	Confer with M. Kandestin on limited objection to bar date motion (.30); draft limited objection on bar date motion (1.50).
06/02/23	J. Gerber	0.70	Review updated ordinary course professional notice (.10); confer with M. Kandestin on the same (.20); review prior emails on ordinary course professionals (.20); confer with B. Wallend on updated OCP notice filed (.20).
06/02/23	J. Gerber	0.20	Confer with L. Barrett on summaries of adversary filed (.20).
06/02/23	M. Helt	1.30	Work with debtor's counsel on sale and RJ issues (.6); follow-up analysis on sale issues (.7).
06/02/23	D. Green	0.30	View updated critical dates calendar (.1); strategy communications with Eric Seitz regarding search terms (.2).
06/02/23	G. Williams	5.10	Multiple communications with E. Seitz concerning lien review analysis (.2); review UCC filings concerning same (.5); research relating to state-specific UCC filing



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3795220
 Invoice Date: 07/31/2023

Date	Name	Hours	Description
			requirements relating to same (.4); review loan documentation concerning same (1.8); revise memorandum analysis of same (2.2).
06/02/23	J. Gorodetsky	0.30	Perform quality assurance on incoming production documents in discovery repository.
06/02/23	L. Barrett	0.30	Review Debtors adversary complaint.
06/02/23	L. Barrett	2.00	Research re lease issues (1.80); correspond with M. Kandestin re same (0.20).
06/03/23	J. Hollinger	0.10	Review updated data room environmental information.
06/03/23	D. Northrop	1.30	Prepare Ex. C to lien perfection analysis and investigation memo (chart of UCC-1s) (0.8); e-mail correspondence (2x) with E. Seitz regarding (i) deed of trust/security agreement for real property located in Canton (Cherokee County), Georgia and (ii) special warranty deeds recorded in Dallas County, Arkansas relating to real property located in Fordyce, AR (0.5).
06/03/23	G. Williams	4.30	Revise lien perfection memo for E. Seitz (2.5); research concerning asset analysis concerns (1.5); multiple communications with E. Seitz and D. Northrop concerning same (.3).
06/03/23	L. Barrett	0.80	Research re lease issues (0.70); correspond with M. Kandestin re same.
06/04/23	J. Hollinger	2.70	Review and analyze debtor environmental materials and Oak Street default notices.
06/04/23	J. Hollinger	0.30	Review case law regarding debtor environmental obligations in bankruptcy context.
06/04/23	J. Gerber	0.20	Confer with M. Kandestin and T. McLaren on debtors' default notices.
06/04/23	L. Barrett	0.20	Correspond with Province re diligence.
06/04/23	L. Barrett	0.60	Review, analyze, comment on work in progress list (0.50); correspond with G. Williams re same (0.10).
06/05/23	J. Hollinger	0.80	Review and analyze 5th Circuit case law relating to abandonment of contaminated property and discharge of environmental obligations in bankruptcy, in connection with preparation for lease rejection motion hearing.
06/05/23	J. Hollinger	3.00	Review and analyze debtor environmental materials, including Oak Street default notices, related contracts, Phase I reports and NJ DEP site remediation documents.



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3795220
 Invoice Date: 07/31/2023

Date	Name	Hours	Description
06/05/23	D. Northrop	1.40	Review draft of Committee's motion to extend the Challenge Period (0.3); e-mail correspondence with D. Green regarding revisions to motion, including adding notice language pursuant to the complex case procedures, and filing the motion as either an emergency or expedited motion (0.4); revise motion to extend the Challenge Period (0.5); file motion to extend the Challenge Period on the ECF docket (0.2).
06/05/23	D. Northrop	0.80	Finalize certificate of counsel regarding MWE retention application, including proposed order and redline of proposed order for filing on the ECF case docket (0.4); e-mail correspondence with L. Barrett regarding proper format for certificates of counsel pursuant to the complex case procedures (0.1); file certificate of counsel regarding MWE retention application, including proposed order and redline of proposed order on the ECF case docket (0.3).
06/05/23	D. Northrop	0.50	Finalize certificate of counsel regarding Province LLC retention application, including proposed order and redline of proposed order for filing on the ECF case docket (0.3); file certificate of counsel regarding Province LLC retention application, including proposed order and redline of proposed order on the ECF case docket (0.2).
06/05/23	D. Northrop	0.20	Review Debtors' emergency motion for an order to show cause against Monto Food Mart Inc., et al. (0.1); e-mail correspondence with MWE team regarding same (0.1).
06/05/23	M. Kandestin	0.30	Review additional UST's comments to Province retention order; emails with G. Williams regarding same .
06/05/23	M. Kandestin	1.40	Review research regarding lease rejection issues (1.2); emails with L. Barrett regarding same (.2).
06/05/23	M. Kandestin	0.20	Emails with J. Hollinger regarding environmental issues (.2).
06/05/23	M. Kandestin	2.30	Call with J. Gerber regarding objection to bar date motion (.4); revise same (1.6); emails with J. Gerber regarding same (.3).
06/05/23	M. Kandestin	0.50	Emails with G. Williams regarding edits to WIP and critical dates calendar (.2); MWE Team call regarding case strategy (.3).
06/05/23	C. Gibbs	2.00	Rev of multiple emails re various pending work streams



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Date	Name	Hours	Description
			involving case administration matters (1.1 hr); multiple confs with co-counsel re same (0.9 hr).
06/05/23	C. Gibbs	0.60	Rev of Emergency Motion to Enforce Automatic Stay and for Show Cause Order (0.4 hr); conf with co-counsel re same (0.2 hr).
06/05/23	C. Gibbs	0.30	Rev of emails re filing of CNO after resolution of UST concerns (0.3 hr).
06/05/23	C. Gibbs	0.60	Rev of draft of Limited Objection to Bar Date Motion and confs with co-counsel re same (0.6 hr).
06/05/23	C. Gibbs	2.00	Rev of multiple emails re status of sale efforts (0.7 hr); confs with co-counsel re same (0.5 hr); rev of Stalking Horse Bid and revised APA (0.8 hr).
06/05/23	E. Seitz	1.50	Review docket and recently-filed pleadings (1.1); attn to correspondence re same (0.4).
06/05/23	E. Seitz	3.80	Update lien analysis memo (2.8); correspondence with co-counsel re same (1.0).
06/05/23	E. Seitz	1.10	Correspondence re additional documents requests (1.1).
06/05/23	J. Gerber	1.60	Attend weekly team strategy call M. Kandestin, M. Helt, L. Barrett, and G. Williams (.40); revise bar data limited objection per M. Kandestin (1.10); confer with M. Kandestin on the same (.10).
06/05/23	J. Gerber	0.40	Review summary of adversary complaint from G. Williams (.40).
06/05/23	M. Helt	1.50	Work with UST's objections on employment objections (.8); follow-up call with Province re same (.3); work on sale issues re Province re same (.4).
06/05/23	M. Helt	1.10	Attend UCC call (.4); address follow-up issues / resolutions (.7).
06/05/23	D. Green	2.90	Review critical dates calendar (.1); strategy communications with Marcus Helt regarding motion (.2); work on motion to extend challenge period (2.0); communications with Prepetition Agent's counsel (.3); communications with Marcus Helt and Chuck Gibbs regarding motion (.2); communications with Daniel Northrop regarding finalizing and filing motion (.5).
06/05/23	G. Williams	0.40	Correspondence with M. Kandestin concerning Province retention order (.1); revisions concerning same (.3).
06/05/23	G. Williams	1.60	Review Debtors' adversary complaint against Imperial



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			(.7); create summary analysis concerning same (.8); multiple correspondence with L. Barrett and J. Gerber concerning same (.1).
06/05/23	G. Williams	1.30	Research concerning perfection requirements (.4); revisions to Lien Perfection memo concerning same (.4); multiple correspondence with E. Seitz concerning same (.5).
06/05/23	G. Williams	0.30	Attend weekly MWE conference call to discuss workstreams.
06/05/23	L. Barrett	4.70	Attend weekly MWE strategy call re case strategy and progress (0.40); review, analyze updated WIP and Critical Dates (0.40); call with M. Helt re retention orders (0.20); review, revise retention orders, certifications of counsel (1.80); review, analyze, comment on summary of Debtors' Complaint (1.20); correspond with UST, working group re retention orders, certifications of counsel (0.70).
06/06/23	J. Hollinger	0.10	Prepare questions for environmental call with Debtor.
06/06/23	M. Kandestin	0.30	Emails with G. Williams regarding updates to WIP and critical dates calendars.
06/06/23	M. Kandestin	0.90	Additional revisions to bar date objection (.6); emails with J. Gerber regarding same (.3).
06/06/23	M. Kandestin	0.30	Call with L. Barrett regarding lease rejection issues.
06/06/23	M. Kandestin	0.10	Emails with D. Green regarding challenge deadline.
06/06/23	M. Kandestin	0.20	Emails with G. Williams regarding Imperial Complaint and order to show cause regarding Monto Food Mart.
06/06/23	C. Gibbs	1.70	Rev of multiple emails re pending work streams involving case admin matters (1.1 hr); confs with co-counsel re same (0.6 hr).
06/06/23	C. Gibbs	1.20	Rev of multiple emails re offers for sale (0.7 hr); confs with co-counsel re same (0.5 hr).
06/06/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.3); attn to correspondence re same (0.7).
06/06/23	E. Seitz	0.40	Conference with lenders' counsel re additional documents requests (0.4).
06/06/23	E. Seitz	0.60	Update lien analysis memo (0.6).
06/06/23	E. Seitz	2.50	Review assets sale scenarios, recoveries and reorganization considerations (2.5).
06/06/23	J. Gerber	1.80	Revise summary of adversary complaint (.60); confer with



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Date	Name	Hours	Description
			L. Barrett on the same (.20); revise draft limited objection to bar date motion (.80); confer with M. Kandestin on the same (.20).
06/06/23	M. Helt	3.90	Lengthy work on sale issues.
06/06/23	D. Green	1.10	Communications with Maris Kandestin (.2); meet and confer with Bank's attorneys(.4); strategy communications with Eric Seitz (.2); work on revised search term list (.2); review communications with Bank regarding search terms (.1).
06/06/23	L. Barrett	0.90	Call with M. Kandestin re Lease Rejection (0.30); research re lease rejection (0.60).
06/06/23	L. Barrett	5.00	Review, analyze, comment on adversary complaint summary (0.30); correspond with G. Williams, J. Gerber re same (0.20).
06/07/23	D. Northrop	0.50	Review monthly fee statements filed by Debtor professionals Pachulski Stang Ziehl & Jones LLP, FTI Consulting, Inc. and Raymond James & Associates, Inc. and OCP declarations by Robison, Curphey & O'Connell and Leonard L. Levenson & Associates, APLC (0.4); e-mail correspondence with MWE team regarding same (0.1).
06/07/23	D. Northrop	0.20	Review orders entered on 6/7/23 authorizing and approving the Committee's retention of MWE as counsel and Province LLC as financial advisor (0.1); e-mail correspondence with MWE team regarding same (0.1).
06/07/23	D. Northrop	0.10	Review declaration by J. Lally, Territory Manager for MEX for the states of NY, NJ and CT, and e-mail correspondence with MWE team regarding same.
06/07/23	M. Kandestin	0.20	Review Committee meeting minutes and agenda; emails with L. Barrett regarding same.
06/07/23	M. Kandestin	0.10	Emails with J. Gerber regarding bar date objection.
06/07/23	M. Kandestin	0.40	Emails with L. Barrett regarding lease rejection issues; emails and call with C. Gibbs regarding same.
06/07/23	C. Gibbs	0.70	Rev of pleadings filed for violations of the automatic stay and rev of emails re same (0.7 hr).
06/07/23	C. Gibbs	1.10	Rev of multiple emails re status of bids for assets (0.6 hr); confs with co-counsel re same (0.5 hr).
06/07/23	C. Gibbs	0.70	Weekly call with Debtors' professionals re pending case



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Date	Name	Hours	Description
			admin matters (0.7 hr).
06/07/23	E. Seitz	2.00	Review assets sale scenarios, recoveries and reorganization considerations (2.0).
06/07/23	E. Seitz	2.30	Review docket and recently-filed pleadings (1.5); attn to correspondence re same (0.8).
06/07/23	J. Gerber	0.90	Review summaries of adversary complaint and motion to compel (.30); provide edits to both summaries (.60).
06/07/23	J. Gerber	1.20	Confer with M. Kandestin on objection to bar date motion (.20); share proposed objection to bar date motion to UCC members (.20); attend weekly call with PSZJ, FTI, Raymond James and Province (.80).
06/07/23	M. Helt	3.90	Work on sale issues (1.9); prepare for and attend debtor's call (.7); address follow-up issues re sale and re dealer-conversion issues (1.7); attend follow-up call with debtor's counsel (.6).
06/07/23	G. Williams	1.40	Review Debtors' emergency show cause motion (.6); create summary analysis of same for distribution to Committee (.7); correspondence with L. Barrett and J. Gerber concerning same (.1).
06/07/23	G. Williams	1.00	Revise memo concerning Debtors' adversary complaint (.9); correspondence with L. Barrett and J. Gerber concerning same (.1).
06/07/23	L. Barrett	0.60	Draft agenda for Committee Call (0.30); draft Committee Meeting Minutes (0.30).
06/07/23	L. Barrett	1.00	Attend call with Debtors Professionals re vendor issues, sale process (0.80); prepare for same (0.20).
06/07/23	L. Barrett	1.10	Review, analyze updated summary of Emergency Motion to Show Cause (0.40); review, analyze updated summary of complaint (0.50); correspond with G. Williams, J. Gerber re same (0.20).
06/07/23	L. Barrett	1.00	Draft recommendation to Committee Members re Lease Dispute (0.60); correspond with M. Kandestin re same (0.20); correspond with M. Helt, C. Gibbs re same (0.20).
06/08/23	M. Kandestin	1.60	Revise memoranda regarding Imperial Complaint and order to show cause regarding Monto Food Mart (1.3); emails with G. Williams regarding same (.3).
06/08/23	M. Kandestin	1.20	Participate in weekly Committee call.
06/08/23	M. Kandestin	0.10	Emails with J. Gerber regarding outstanding diligence



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Date	Name	Hours	Description
			requests from Debtors.
06/08/23	C. Gibbs	3.30	Prep for and attendance on weekly precall with advisors and call with UCC (2.0 hr); rev of multiple emails re pending case admin matters (0.7 hr); confs with co-counsel re pending work stream status (0.6 hr).
06/08/23	C. Gibbs	1.40	Rev of multiple emails re status of sale efforts (0.9 hr); confs with co-counsel re same (0.5 hr).
06/08/23	E. Seitz	2.10	Review docket and recently-filed pleadings (1.4); attn to correspondence re same (0.7).
06/08/23	E. Seitz	3.10	Review assets sale scenarios, recoveries and reorganization considerations (3.1).
06/08/23	J. Gerber	0.80	Update pleading summaries on adversary proceeding and motion to compel from G. Williams (.60); confer with G. Williams and L. Barrett on the same (.20).
06/08/23	J. Gerber	1.80	Attend weekly call with Province team (.30); attend weekly committee meeting (1.20); revise weekly WIP and critical dates list (.30).
06/08/23	M. Helt	5.20	Prepare for and attend Province call (.4); prepare for and attend UCC call (1.3); follow-up calls with Province (.7); lengthy work on sale strategy and analysis (1.9); review/analyze lender issues re same (.9).
06/08/23	G. Williams	1.10	Review of Debtors' adversary complaint and materials concerning same (.3); revise summary memorandum concerning same (.6); multiple correspondence with L. Barrett and J. Gerber relating to same (.2).
06/08/23	L. Barrett	0.70	Review, analyze updated adversary complaint summary (0.50); correspond with G. Williams, J. Gerber re same (0.20).
06/08/23	L. Barrett	0.40	Review, analyze updated Motion to Show Cause summary (0.30); correspond with G. Williams, J. Gerber re same (0.10).
06/08/23	L. Barrett	0.40	Review Province report re sale process, performance.
06/08/23	L. Barrett	0.30	Review updated work in progress report.
06/08/23	L. Barrett	1.40	Attend call with Province, MWE team re case status, Committee call (0.30); attend Committee call re case status (1.10).
06/08/23	L. Barrett	0.30	Correspond with Committee Member re recommendation, agenda.



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Date	Name	Hours	Description
06/08/23	L. Barrett	0.60	Summarize research re lease dispute (0.40); correspond with M. Helt re same (0.20).
06/08/23	L. Barrett	0.40	Draft Committee Meeting Minutes.
06/08/23	L. Barrett	0.30	Correspond with C. Gibbs re recommendation to Committee re lease dispute.
06/09/23	M. Kandestin	0.10	Emails with B. Wallen regarding bar date objection deadline.
06/09/23	M. Kandestin	0.30	Call with Debtors' professionals regarding sale process updates.
06/09/23	C. Gibbs	1.00	Rev of emails re status of sales process and conf with co-counsel re same (1.0 hr).
06/09/23	C. Gibbs	1.10	Rev of multiple emails re case admin matters (1.1 hr).
06/09/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.5); attn to correspondence re same (0.5).
06/09/23	E. Seitz	0.40	Attend group call re potential assets sales (0.4).
06/09/23	J. Gerber	0.10	Confer with C. Gibbs on due diligence requests (.10).
06/09/23	J. Gerber	0.90	Review declarations filed by ordinary course professionals (.90).
06/09/23	J. Gerber	0.40	Attend call with Debtors' counsel on sale process (.40).
06/09/23	M. Helt	3.20	Lengthy work on sale issues and structure changes to aid creditor recovery.
06/10/23	D. Northrop	0.80	Research GA SOS filings and other resources to determine (i) the current status of NGA Conveniences #5 and (ii) the relationship between Mountain Express Oil Company and NGA Conveniences #5.
06/10/23	D. Northrop	0.40	Review OCP declarations by Bondurant Mixson & Elmore LLP; Burkhalter Law, LLC; Parker Poe Adams & Bernstein LLP; and Wimberly, Lawson, Steckel, Schneider & Stine PC (.3); e-mail correspondence with MWE team regarding same (.1).
06/10/23	D. Northrop	0.10	Review notice of adjournment of hearing regarding Debtors' bar date motion and e-mail correspondence with MWE team regarding same.
06/10/23	D. Northrop	0.10	Review stipulation and proposed agreed order by and between Mountain Express Oil Company and Atlas Oil Company resolving Atlas Oil's 503(b)(9) claim and e-mail correspondence with MWE team regarding same.
06/10/23	D. Northrop	0.10	Review Debtors' objection to Samnosh LLC's first



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Date	Name	Hours	Description
			amended motion to compel rejection of executory contract and e-mail correspondence with MWE team regarding same.
06/10/23	C. Gibbs	1.00	Conf with co-counsel re potential dual-tracking of Plan and sale and rev of emails re same (1.0 hr).
06/10/23	C. Gibbs	1.10	Rev of multiple emails re case admin matters (1.1 hr).
06/10/23	M. Helt	3.70	Phone call with debtor's counsel on sale issues (.5); phone call with debtor's counsel and lender re sale issues (.5); address follow-up sale issues and structure (2.7).
06/11/23	M. Helt	4.20	Phone call with debtor's counsel on sale issues (.3); lengthy follow-up work on sale issues and structure issues (3.9).
06/12/23	D. Northrop	0.10	E-mail correspondence with M. Helt regarding transcript of final cash collateral hearing held on 4/25.
06/12/23	C. Greer	0.50	Update critical dates calendar.
06/12/23	C. Greer	0.40	Circulate debtors' third emergency motion extending time to file schedules and statements (.2); circulate declaration of L. Ciotoli (.2).
06/12/23	M. Kandestin	0.60	Review updated WIP and critical date calendars (.2); weekly MWE Team call regarding case strategy (.4).
06/12/23	M. Kandestin	0.20	Emails with B. Wallen regarding motion for order to show cause; emails with MWE team regarding same.
06/12/23	M. Kandestin	0.40	Review Debtors' objection to Samnosh motion to compel rejection; emails with G. Williams regarding same.
06/12/23	C. Gibbs	0.90	Rev of emails re status of sale process (0.5 hr); confs with co-counsel re same (0.4 hr).
06/12/23	C. Gibbs	1.70	Weekly MWE team call re workstreams (0.7 hr); rev of multiple emails re case admin matters (1.0 hr).
06/12/23	C. Gibbs	0.30	Rev of Declaration in support of Motion For Show Cause Order (0.3 hr).
06/12/23	C. Gibbs	0.30	Rev of Application to Employ Anti-Trust Counsel and prep of email re same (0.3 hr).
06/12/23	C. Gibbs	0.30	Conf with co-counsel re status of discovery (0.3 hr).
06/12/23	C. Gibbs	0.60	Rev of April Invoice and conf with co-counsel re service of same (0.6 hr).
06/12/23	E. Seitz	2.90	Review docket and recently-filed pleadings (1.7); attn to correspondence re same (0.6); attend weekly team call (0.6).



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06/12/23	E. Seitz	0.40	Attn to correspondence re lender's document production (0.4).
06/12/23	J. Gerber	2.10	Confer with M. Kandestin on OCP filings (.20); continue review of OCP filings (.40); compile OCP analysis requested by M. Kandestin (1.50).
06/12/23	M. Helt	3.20	Work with debtor's counsel on sale issues and increased financing issues (.2); follow-up work on sale issues (1.9); phone call with debtor's counsel re same and re next steps (.3); review/analyze show-cause issues re Debtor and CC payments (.8).
06/12/23	D. Green	0.10	Communications with Bank's counsel.
06/12/23	G. Williams	0.40	Revisions to WIP and Critical Dates.
06/12/23	L. Barrett	2.20	Attend weekly working group strategy call (0.30); review, analyze time entries for confidentiality, privilege (1.40); review updated work in progress list (0.20); review waterfall presentation (0.30).
06/13/23	C. Greer	0.20	Update critical dates calendar.
06/13/23	C. Greer	0.20	Circulate Axinn Veltrop retention application.
06/13/23	M. Kandestin	0.90	Review waterfall analysis (.3); call with Debtors and Lenders regarding same (.6).
06/13/23	M. Kandestin	1.20	Review IOIs, plan term sheet.
06/13/23	M. Kandestin	0.50	Review Anxinn retention application (.4); emails with C. Gibbs and M. Helt regarding same (.1).
06/13/23	M. Kandestin	0.30	Review Cotali declaration regarding order to show cause; emails with L. Barrett regarding same.
06/13/23	M. Kandestin	0.10	Emails with L. Barrett regarding Debtor's response to Samnosh motion to compel.
06/13/23	C. Gibbs	2.50	Rev of multiple emails re various matters involving case administration (1.1 hr); confs with co-counsel re same (0.6 hr); conf call with advisors for UCC, Lender and Debtor re waterfall analysis and rev of power point re same (0.8 hr).
06/13/23	C. Gibbs	0.40	Rev of Motions to Employ Counsel (0.4 hr).
06/13/23	E. Seitz	2.10	Review docket and recently-filed pleadings (1.6); attn to correspondence re same (0.5).
06/13/23	E. Seitz	1.30	Review of real estate holdings and related documents (1.3).
06/13/23	J. Gerber	1.20	Update chart on declarations filed by ordinary course professionals (.60); compile outstanding questions and



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Date	Name	Hours	Description
			items on ordinary course professionals (.60).
06/13/23	J. Gerber	0.60	Attend call on sale process with debtors' counsel, FTI, and Province (.60).
06/13/23	J. Gerber	1.60	Confer with C. Gibbs on items request but not received (.20); confer with T. McClaren on the same (.20); draft 2004 exam notice (1.20).
06/13/23	M. Helt	4.60	Prepare for and participate in waterfall call (1.7); address follow-up issues and strategy with Province (2.9).
06/13/23	G. Williams	2.40	Analyze Debtors' Objection to Samnosh Motion to Compel (1.3); draft summary/analysis memorandum of same (.9); correspondence with M. Kandestin, J. Gerber, and L. Barrett concerning same (.2).
06/13/23	L. Barrett	3.00	Correspond with working group, Province, Debtors re invoice (0.50); review declarations in support of Motion to Show Cause (0.40); review, analyze time entries for confidentiality and privilege (2.10).
06/14/23	C. Greer	0.20	Circulate notice of adjournment of hearing regarding Necessity Landlords' motion to compel Debtors to comply with post-petition obligations under unexpired leases of real property.
06/14/23	C. Greer	1.60	Update critical dates calendar (1.4); circulate order granting third emergency motion extending time to file schedules & statements for retail Debtors (.2).
06/14/23	C. Greer	0.20	Circulate Lugenbuhl first monthly fee statement.
06/14/23	C. Greer	0.40	Circulate Debtors' motion extending time within which Debtor may remove actions (.2); circulate declaration of C. Torrains in support of Debtors' emergency motion to appear and show cause against Monto Food Mart (.2).
06/14/23	M. Kandestin	0.20	Emails with C. Gibbs regarding 6/15/2023 hearing; emails with J. Gerber regarding same.
06/14/23	M. Kandestin	1.20	Weekly call with Debtors' professionals.
06/14/23	M. Kandestin	5.50	Review bid procedures package (2.7); detailed emails with C. Gibbs and M. Helt regarding analysis of same (.9); call with Province Team regarding sale issues (1.0); call with Debtors and DIP Lender regarding same (.5); call with A. Rosen regarding same; review correspondence from DIP Lender (.4).
06/14/23	C. Gibbs	4.10	Weekly call with PSZJ to discuss status of pending



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			matters and proposed response to Citax (1.2 hr); meeting with advisors to discuss waterfall (1.0); rev of multiple emails re pending workstreams (1.1 hr); confs with co-counsel re same (0.8 hr).
06/14/23	E. Seitz	2.50	Review docket and recently-filed pleadings (1.8); attn to correspondence re same (0.7).
06/14/23	E. Seitz	1.60	Review of real estate holdings and related documents (1.6).
06/14/23	J. Gerber	1.90	Draft 2004 notice (1.70); confer with M. Kandestin and C. Greer on witness and exhibit list for hearing (.20).
06/14/23	J. Gerber	1.70	Attend call with PSZJ, FTI, Raymond James and Province on sale issues (1.20); attend call with PSZJ, Greenberg Traurig, FTI and Province on sale issues (.50).
06/14/23	M. Helt	6.20	Lengthy work on sale issues (2.9); prepare for and attend debtor call (1.1); prepare for and attend lender call (.5); follow-up discussions/strategy re proposed buyers and next steps (1.7).
06/14/23	L. Barrett	1.20	Call with Debtors' professionals re sale process (1.20).
06/14/23	L. Barrett	3.10	Review, analyze time entries for confidentiality and privilege (2.90); correspond with Z. Qiku re same (0.20).
06/14/23	L. Barrett	0.70	Review, analyze waterfall analysis.
06/14/23	L. Barrett	1.10	Review, analyze, comment on objection summary (0.90); correspond with G. Williams, J. Gerber, M. Kandestin re same (0.20).
06/15/23	M. Kandestin	1.60	Revise agenda for Committee call and emails with L. Barrett regarding same; prepare for Committee call (.3); Committee pre-call with Province (.5); weekly meeting with Committee (.8).
06/15/23	M. Kandestin	0.30	Review analysis of OCP declarations; emails with J. Gerber regarding same (.3).
06/15/23	M. Kandestin	2.10	Finalize comments to Bid Procedures (.6); emails with L. Barrett regarding same; emails with C. Gibbs regarding same (.4); review Lender's comments to Bid Procedures (.3); emails with C. Gibbs and M. Helt regarding same (.3); call with Debtors regarding sale process (.9).
06/15/23	M. Kandestin	0.90	Review memo regarding Debtors' objection Samnosh motion (.7); emails with G. Williams regarding same (.2).
06/15/23	C. Gibbs	4.00	Rev of multiple emails re case admin matters (1.5 hr);



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06/15/23	C. Gibbs	1.30	multiple confs with MWE team re same (0.8 hr); weekly precall with Province (0.5 hr); weekly UCC call (1.2 hr). Confs with co-counsel and Province re strategy for response to Debtor re insider sale (0.5 hr); conf call with Debtor and Lender re same (0.8 hr).
06/15/23	E. Seitz	2.20	Review docket and recently-filed pleadings (1.6); attn to correspondence re same (0.6).
06/15/23	E. Seitz	0.20	Correspondence re document request (0.2).
06/15/23	E. Seitz	2.00	Review correspondence and data re potential asset sale (2.0).
06/15/23	J. Gerber	1.80	Update chart summarizing ordinary course professionals' filings (1.0); confer with M. Kandestin on outstanding items re: the same (.20); address M. Kandestin comments on ordinary course professionals' chart (.20); draft email to Debtors on ordinary course professional issues (.20); review ordinary course professional order per M. Kandestin (.20).
06/15/23	J. Gerber	1.60	Confer with L. Barrett on fee statements for MWE and Province (.20); review work in progress and critical dates memos (.20); - attend strategy call with Province team (.30); attend committee call (.90).
06/15/23	M. Helt	6.80	Continue work on sale issues, including review bid-procedures comments (2.3); prepare for and attend UCC professional call (.6); prepare for and attend UCC call (1.3); prepare for and attend UCC/debtor professional call (.6); prepare for and attend UCC-professional, debtor-professional, and lender-professional call re sale issues (.6); work on motion-to-compel issues (.7); work on conversion issues (.7).
06/15/23	D. Green	0.10	Communications with Eric Seitz regarding lien investigation.
06/15/23	L. Barrett	5.30	Attend call with Committee re case update and strategy (0.90); review Province presentation (0.40); review DIP Lender comments to bid procedures (0.40); review MWE Team correspondence re same (0.20); draft committee meeting minutes (1.60); review declarations in support of Motion to show cause (0.50); draft agenda for committee call (0.40); correspond with M. Kandestin, J. Gerber re



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			same (0.10); revise same (0.30); correspond with MWE Team re same (0.10); review comments to bid procedures motion (0.30); correspond with M. Kandestin re same (0.10).
06/15/23	L. Barrett	1.10	Attend call with Province re preparation for Committee Call (0.30); attend call with Debtors' Professionals re sale process issues (0.50); attend call with Debtors' Professionals and DIP Lenders' Professionals re sale process issues (0.30).
06/16/23	C. Greer	0.20	Circulate VM Petro emergency motion for leave to appear by video and response to Debtors' emergency motion to show cause.
06/16/23	C. Greer	0.20	Circulate Debtors' emergency motion approving asset purchase agreement and bid procedures.
06/16/23	C. Greer	3.40	Circulate Debtors' witness and exhibit list for 6/20/23 hearing (.4); prepare binder of same (1.6); prepare index and binder of pleadings scheduled for 6/20/23 hearing (1.0); update index and binder of pleadings for 6/20/23 hearing (.4).
06/16/23	C. Gibbs	1.60	Rev of multiple emails re case admin issues (0.9 hr); confs with co-counsel re same (0.7 hr).
06/16/23	C. Gibbs	1.80	Rev of multiple emails re status of sale efforts (1.1 hr); confs with co-counsel re same (0.7 hr).
06/16/23	E. Seitz	2.40	Review docket and recently-filed pleadings (1.7); attn to correspondence re same (0.7).
06/16/23	E. Seitz	0.40	Correspondence re document request (0.4).
06/16/23	E. Seitz	0.60	Review correspondence and data re potential asset sale (0.6).
06/16/23	J. Gerber	0.50	Review updated critical dates memo (.30) confer with G. Williams on the same (.10); confer with M. Kandestin and C. Gibbs on witness and exhibit list for show cause hearing (.10).
06/16/23	J. Gerber	0.40	Confer with MK on bid procedures (.20); email PSZJ on bid procedures and OCP issues (.20).
06/16/23	J. Gerber	1.30	Confer with T. McLaren on list for 2004 notice (.30); draft 2004 notice (1.0).
06/16/23	M. Helt	2.40	Phone call with debtor's counsel re sale issues (.3); follow-up work on sale issues, including review/analysis



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Date	Name	Hours	Description
			revised bid procedures (.9); review/analyze show-cause response (.3); work on follow-up sale / motion-to-compel issues (.9).
06/16/23	D. Green	0.50	Communications with Eric Seitz (.2); communications with John Elrod (.2); communications with Marcus Helt (.1).
06/17/23	C. Gibbs	1.10	Rev of multiple emails re various pending work streams (1.1 hr).
06/17/23	C. Gibbs	0.50	Rev of emails re status of sales process (0.5 hr).
06/19/23	M. Kandestin	0.20	Call with M. Helt regarding case strategy and updates (.4); emails with G. Williams regarding revisions to WIP and critical dates calendars.
06/19/23	M. Helt	2.70	Phone call with debtor's counsel re sale issues (.5); work on follow-up sale issues re bidders and lenders (2.2).
06/19/23	L. Barrett	1.00	Review revised work in progress list (0.30); correspond with MWE Team re fee statement (0.20); review, analyze Debtors' motion (0.50).
06/20/23	C. O'Brien	0.20	Obtaining a D&B report on NGA Conveniences 5 LLC in Georgia.
06/20/23	C. Greer	0.20	Circulate stipulation and agreed order granting, as to the Necessity Landlords, the Debtors' emergency first omnibus motion authorizing Debtors to reject certain unexpired leases.
06/20/23	C. Greer	4.10	Retrieve schedules and statements and circulate.
06/20/23	M. Kandestin	0.70	Call with M. Helt regarding sale process (.2); review documents and prepare email to Debtors regarding sale process issues (.5).
06/20/23	M. Kandestin	0.90	Emails with G. Williams regarding comments to WIP and critical dates calendars (.1); MWE Team call regarding case strategy (.8).
06/20/23	M. Kandestin	0.50	Attend June 20, 2023 hearing.
06/20/23	C. Gibbs	0.50	Rev of multiple emails re status of discussions with lenders re increasing DIP Loan (0.5 hr).
06/20/23	C. Gibbs	0.40	Rev of multiple emails re status of sales process (0.8 hr); rev of revised APA from bidder (0.4 hr).
06/20/23	C. Gibbs	0.90	Prep for and attendance at Show Cause hearing (0.9 hr).
06/20/23	C. Gibbs	2.70	Rev of multiple emails re case admin matters and status of pending work streams (1.7 hr); multiple confs calls with



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Date	Name	Hours	Description
			co-counsel re same (1.0 hr).
06/20/23	C. Gibbs	0.40	Rev of emails re Lender's objection to fees (0.4 hr).
06/20/23	E. Seitz	0.50	Correspondence re document request (0.5).
06/20/23	E. Seitz	1.10	Review correspondence and data re potential asset sale (1.1).
06/20/23	E. Seitz	2.50	Review docket and recently-filed pleadings (1.5); attn to correspondence re same (0.4); attend weekly team call (0.6).
06/20/23	J. Gerber	0.50	Revise draft 2004 notice per E. Seitz (.30); confer with T. McLaren on document requests (.20).
06/20/23	J. Gerber	2.90	Attend team strategy calls (1.40); Revise team work in progress document (.60); confer with M. Kandestin on debtors' environmental counsel (.20); confer with PSZJ on same (.20); confer with L. Barrett on meeting minutes and outstanding tasks (.20); compile company resolutions per M. Helt (.30).
06/20/23	M. Helt	4.40	Lengthy work on sale and insider issues (1.2); prepare for and attend multiple strategy calls (.9); work with debtor's counsel on sale and environmental issues (.6); address follow-up sale issues (1.7).
06/20/23	D. Green	1.50	Team status strategy calls (1.3); communications with team (.1); review spreadsheet of pending projects (.1).
06/20/23	G. Williams	0.50	Prepare for (.1) and attend (.5) June 20 MWE weekly meeting to discuss Committee-related workstreams.
06/20/23	J. Bishop Jones	0.60	Review docket and summary memo in preparation for attendance at June 23, 2023, 341 Meeting of Creditors.
06/20/23	L. Barrett	4.00	Review, analyze DIP Credit Agreement (0.40); attend strategy call with MWE working group (0.50); attend follow up internal strategy call with MWE working group (0.80); review updated summary of Debtors' Objection (0.20); review, analyze AR Global stipulation (0.30); correspond with Committee re dealer issues (0.20); attend hearing re Debtors' emergency motion to show cause (0.50); draft Committee Meeting minutes (1.10).
06/21/23	C. Greer	2.10	Retrieve declarations of disinterestedness.
06/21/23	M. Kandestin	0.30	Review AR Global stipulation.
06/21/23	M. Kandestin	0.20	Emails with L. Barrett regarding agenda for weekly Committee meeting.



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Date	Name	Hours	Description
06/21/23	M. Kandestin	0.20	Review Debtors' responses to OCP inquiries.
06/21/23	M. Kandestin	1.00	Weekly call with Debtors' professionals regarding case status (.5); call and emails with M. Helt regarding case strategy (.5).
06/21/23	C. Gibbs	2.70	Rev of multiple emails re disputes over Bid Procedures (1.2 hr); rev of revised Procedures and proposed Orders (0.4 hr); rev of Objections (0.6 hr); confs with co-counsel re same (0.5 hr).
06/21/23	C. Gibbs	2.70	Rev of multiple emails re case admin matters and pending work streams (1.5 hr); weekly conf with Debtor's advisors (0.7 hr); multiple confs with co-counsel re case admin matters (0.5 hr).
06/21/23	E. Seitz	4.00	Review docket and recently-filed pleadings (1.7); attn to correspondence re same (0.7); multiple correspondence re 6/3 hearing prep (1.6).
06/21/23	E. Seitz	2.30	Review schedules (2.1); correspondence with Province re same (0.2).
06/21/23	J. Gerber	0.60	Revise draft of 2004 Notice (.60).
06/21/23	J. Gerber	0.20	Follow-up with B. Wallen on ordinary course professional questions from prior week (.20).
06/21/23	J. Gerber	0.40	Follow-up with M. Kandestin on Province review of rejection motion (.20); confer with Province on review of leases in rejection motion (.20).
06/21/23	J. Gerber	1.80	Confer with C. Gibbs and M. Kandestin on environmental issues (.20); draft email back to J. Pomerantz on the same (.10); weekly call with PSZJ, Province and FTI (.50); review draft committee minutes (.30); confer with L. Barrett on committee meeting minutes (.20); update work in progress and critical dates documents with rejection motion (.50).
06/21/23	M. Helt	3.40	Prepare for and attend weekly debtor call (.7); follow-up work on sale issues and potential litigation (2.7).
06/21/23	J. Bishop Jones	0.50	Assemble documents for hearing notebooks for June 23, 2023 hearing.
06/21/23	J. Bishop Jones	1.20	Attend June 23, 2023, 341 Meeting of Creditors(.6); draft memo re same (.4); revise and circulate same to MWE team (.2).
06/21/23	L. Barrett	3.90	Attend call with Debtors' professionals re sale process



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Date	Name	Hours	Description
			(0.50); correspond with Committee members re dealer issues (0.20); draft Committee Call agenda (0.40); correspond with M. Kandestin, J. Gerber re same (0.20); review draft 2004 notice (0.30); draft Committee Meeting Minutes (1.90); review Debtors' adversary complaint (0.30); correspond with G. Williams re same (0.10).
06/22/23	D. Northrop	0.20	Research docket to obtain DIP Agent's limited objection to the Debtors' proposed bidding procedures and additional research to obtain bidding procedures order from the Athenex case cited by the DIP Agent in its limited objection (.1); e-mail correspondence with C. Gibbs regarding same (.1).
06/22/23	M. Kandestin	1.00	Revise minutes from June 8 and June 15 Committee meetings; emails with L. Barrett regarding same (.5); pre-call with Province team regarding Committee call (.5).
06/22/23	M. Kandestin	1.50	Revise proposed language resolving RJ issues (.7); calls with M. Helt regarding same (.5); emails with M. Helt regarding same (.3).
06/22/23	M. Kandestin	0.80	Emails with Province team regarding second omnibus rejection motion (.2); emails with M. Helt regarding ARG stipulation and order (.4); revise Committee update regarding same; emails with L. Barrett regarding same (.2).
06/22/23	M. Kandestin	3.20	Review DIP Lender's objection to bid procedures (.6); emails with C. Gibbs and M. Helt regarding same (.2); review BFM's limited objection to same (.6); review revised bid procedures order and demonstratives regarding same (.9); call with M. Helt regarding same; emails with C. Gibbs, M. Helt regarding same (.4); call with Debtors and DIP lender regarding revisions to bid procedures order (.5).
06/22/23	M. Kandestin	1.80	Attend June 22, 2023 hearing.
06/22/23	C. Gibbs	3.00	Prep for and attendance at hearing (3.0 hr).
06/22/23	C. Gibbs	1.30	Rev of Objections to Bid Procedures and proposed revised Order and Bid Procedures (0.6 hr); confs with Debtor's counsel and co-counsel re same (0.7 hr).
06/22/23	C. Gibbs	1.10	Rev of multiple emails re case admin matters (1.1 hr).
06/22/23	E. Seitz	2.20	Review docket and recently-filed pleadings (0.9); attn to



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Date	Name	Hours	Description
			correspondence re same (0.4); multiple correspondence re 6/3 hearing (0.9).
06/22/23	E. Seitz	1.20	Further review of schedules (1.2).
06/22/23	E. Seitz	2.00	Attend hearing (partial) (2.0).
06/22/23	J. Gerber	0.50	Review B. Wallen responses to OCP items (.30); confer with MK on the same (.20).
06/22/23	J. Gerber	1.30	Attend portion of hearing on rejection motions and bid procedures (1.30).
06/22/23	J. Gerber	1.30	Review transcripts per MK (.30); confer with PSZJ on request for transcripts (.10); call with MWE and Province teams (.50); revise draft of 341 memo from J. Bishop (.40).
06/22/23	M. Helt	3.50	Lengthy work on DIP-financing and sale issues (1.4); prepare for and participate in bid-procedures hearing (1.9); lengthy work with debtor's counsel re same (1.2).
06/22/23	J. Bishop Jones	0.30	Receipt and review of Limited Objection by Dip Lender to Motion Authorizing APA (.1); receipt and review of Limited Objection by Necessity Landlord to Motion Authorizing APA (.1); circulate same to MWE team (.1).
06/22/23	J. Bishop Jones	0.30	Receipt and review of Adversary Proceeding 23-3111 (.2); circulate same to MWE team (.1)
06/22/23	J. Bishop Jones	0.30	Receipt and review of Debtor's Order to Grant Motion to Reject Certain Leases (.2); circulate same to MWE team (.1).
06/22/23	J. Bishop Jones	0.20	Revise 341 Meeting of Creditors memo.
06/22/23	J. Bishop Jones	0.20	Receipt and review of notice of continued 341 meeting (.1); circulate same to MWE team (.1)
06/22/23	L. Barrett	5.80	Call with Province re sale process, Committee Call (0.50); attend hearing re lease dispute, bid procedures (1.80); review, revise Committee Call Agenda (0.30); correspond with MWE Team re Committee Meeting Minutes (0.30); correspond with Committee re meeting minutes, agenda (0.30); review Province presentation (0.30); review, revise the Committee Meeting Minutes (0.30); review, analyze bid procedures, comments thereto (0.60); correspond with M. Kandestin re same (0.20); correspond with Committee re lease dispute (0.40); review analyze Lease stipulation (0.30); draft fee statement (0.50).



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Date	Name	Hours	Description
06/23/23	C. Gibbs	1.90	Rev of multiple emails re case administration matters (1.1 hr); confs with co-counsel re same (0.8 hr).
06/23/23	E. Seitz	1.90	Review docket and recently-filed pleadings (1.4); attn to correspondence re same (0.5).
06/23/23	E. Seitz	2.10	Further review of schedules and conference with co-counsel re same (2.1).
06/23/23	J. Gerber	0.60	Review critical dates and WIP (.50); provide feedback to G. Williams (.10).
06/23/23	M. Helt	3.10	Review/analyze sale documents (.9); work on Province analysis re same (.9); communicate with UCC member re same (.6); work on RJ issues (.7).
06/23/23	J. Bishop Jones	0.30	Receipt and review of transcript for hearing held on June 20, 2023 (.2); circulate same to MWE team (.1).
06/23/23	J. Bishop Jones	0.30	Receipt and review of Supplemental Show Cause Order (.2); circulate same to MWE team (.1)
06/23/23	L. Barrett	0.30	Correspond with Committee Member re document requests.
06/23/23	L. Barrett	0.30	Review, analyze work in progress list, critical dates.
06/23/23	L. Barrett	0.40	Review, analyze draft summary of adversary complaint.
06/23/23	L. Barrett	0.70	Draft April Fee Statement.
06/25/23	C. Gibbs	1.80	Rev of multiple emails re pending work streams (1.1 hr); confs with co-counsel re same (0.7 hr).
06/25/23	C. Gibbs	0.60	Rev of multiple emails re Lender counter-proposal (0.6 hr).
06/25/23	M. Helt	0.90	Phone call with debtor's counsel re sale and DIP-financing progress (.3); work on / strategize re same and next steps (.6).
06/25/23	L. Barrett	0.10	Review MWE Team correspondence re works in progress.
06/26/23	J. Hollinger	0.30	Attention to Oak Street property environmental materials, including review and analyze data room materials in connection with providing comments to M. Kandestin and J. Gerber.
06/26/23	M. Kandestin	0.20	Review draft 2004 requests to Debtors (.7); emails with J. Gerber regarding comments to same (.2).
06/26/23	M. Kandestin	6.00	Revise critical dates and WIP; emails with G. Williams regarding same (.2); weekly MWE Team call regarding case strategy (.4).
06/26/23	M. Kandestin	0.70	Call with A. Rosen regarding sale process; emails with C.



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Date	Name	Hours	Description
			Gibbs and M. Helt regarding same (.3); call with Province Team regarding same (.4).
06/26/23	C. Gibbs	0.50	Rev of final monthly first interim app (0.5 hr).
06/26/23	C. Gibbs	1.90	Rev of multiple emails re case admin matters and pending work streams (1.2 hr); confs with co-counsel re same (0.7 hr).
06/26/23	C. Gibbs	1.90	Conf PC with Province re status of sale efforts (0.8 hr); multiple emails re same (1.1 hr).
06/26/23	J. Gerber	0.90	Attend weekly MWE team call (.50); follow-up on environmental issues with PSZJ (.20); follow-up with environmental docs with Province team (.20).
06/26/23	J. Gerber	1.10	Revise draft of 2004 notice per M. Kandestin (.80); compile items in 2004 draft to be addressed by T. McLaren (.30).
06/26/23	M. Helt	2.40	Work on sale issues and renewed DIP-financing issues (.7); prepare for and participate in call re DIP-financing and sale issues (.8); work on sale strategy issues (.9).
06/26/23	D. Green	1.70	Team weekly strategy call (.4); communications with Luke Barrett regarding hearing on motion to compel (.1); preliminary review of objection filed by bank (.5); strategy communications with Marcus Helt regarding same (.7).
06/26/23	G. Williams	0.20	Attend weekly MWE meeting to discuss project workstreams (partial).
06/26/23	J. Bishop Jones	0.60	Prepare MWE first monthly fee statement and exhibits thereto (.5); finalize and file same (.1).
06/26/23	L. Barrett	3.10	Attend call with MWE Team re sale process, DIP (0.40); correspond with C. Gibbs re fee application (0.30); review, analyze updated work in progress list (0.30); review, comment on adversary complaint summary (0.70); review, analyze motion to extend challenge period objection (0.60); review, analyze time entries for confidentiality and privilege (0.60); correspond with MWE Team re case status (0.20).
06/27/23	J. Hollinger	0.30	Email communications with M. Kandestin and J. Gerber regarding environmental issues, including prepare and circulate list of environmental questions for debtor's environmental counsel.



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Date	Name	Hours	Description
06/27/23	M. Kandestin	1.20	Pre-call with Province regarding Committee updates (.4); weekly call with Committee (.6); emails with G. Williams regarding Committee updates (.2).
06/27/23	M. Kandestin	0.80	Review Province's comments to 2004 requests (.2); emails and call with J. Gerber regarding same; emails with Province regarding same (.4); emails with J. Hollinger and J. Gerber regarding environmental issues (.2).
06/27/23	M. Kandestin	0.50	Call with Marcus regarding objection to motion to compel (.2); review DIP Lender's objection to same (.3).
06/27/23	C. Gibbs	1.70	Rev of multiple emails re status of sale efforts (0.7 hr); confs with co-counsel re same (0.5 hr); rev of emails re environmental issues (0.5 hr).
06/27/23	C. Gibbs	1.60	Rev of multiple emails re status of pending work streams (0.7 hr); prep for and attendance on UCC call (0.9 hr).
06/27/23	J. Gerber	0.50	Attend Committee Call (.50)
06/27/23	J. Gerber	2.30	Additional research for 2004 notice (.50); revise 2004 notice draft (1.30); call with M. Kandestin on updated draft (.20); call with T. McLaren on 2004 requests (.20); update M. Kandestin on the same (.10).
06/27/23	D. Green	0.50	Communications with John Elrod (.1); communications with team regarding response (.1); communications with Marcus Helt regarding response (.1); communications with Eric Seitz regarding response (.1); communications with Luke Barrett regarding hearing on motion (.1).
06/27/23	J. Bishop Jones	0.30	Review and analyze MEX W&E List and exhibits there to for upcoming hearing on show cause motion (.2); assemble and circulate same to MWE team (.1).
06/27/23	L. Barrett	1.70	Attend committee call (0.60); contact court re hearing date (0.20); correspond with MWE Team, Committee re call agenda (0.40); review as filed bid procedures order (0.30); correspond with M. Kandestin, G. Williams re same (0.20).
06/28/23	M. Kandestin	0.50	Weekly call with Debtors' professionals.
06/28/23	M. Kandestin	0.20	Emails with G. Williams regarding revisions to Committee update memo.
06/28/23	M. Kandestin	0.50	Review proposed stipulation between DIP Lenders and Debtors; review COC regarding same; emails with C. Gibbs and M. Helt regarding same.



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Date	Name	Hours	Description
06/28/23	C. Gibbs	1.50	Weekly call with Debtor advisors (0.8 hr); rev of multiple emails re case admin matters (0.7 hr).
06/28/23	C. Gibbs	0.80	Rev of proposed Stip with Lenders (0.4 hr); rev of multiple emails re same (0.4 hr).
06/28/23	J. Gerber	0.70	Call with T. McClaren and M. Kandestin on 2004 Notice (.30); update 2004 notice (.40).
06/28/23	J. Gerber	0.20	Confer with J. Hollinger on environmental issues (.20).
06/28/23	J. Gerber	0.60	Attend weekly call with PSZJ, FTI, Province, RJ (.60).
06/28/23	G. Williams	1.20	Review bid procedures order (.3); create variance chart between filed order and various proposed orders (.3); draft summary for Committee concerning same (.4); multiple correspondence with M. Kandestin and L. Barrett concerning same (.2).
06/28/23	J. Bishop Jones	0.70	Receipt and review of schedules and statements of financial affairs for all jointly administered Debtors (.5); circulate same to MWE team (.2).
06/28/23	J. Bishop Jones	0.70	Review judge's docket (.1); review supplemental show cause order & notice of status conference (.2); communications with MWE team re same (.1); review Debtors' emergency motion and order resetting show cause hearing (.2); circulate same (.1).
06/28/23	J. Bishop Jones	0.50	Review Debtors' notice of auction for the sale; create timelines of deadlines re sale.
06/28/23	J. Bishop Jones	0.30	Review Debtors' Notice to Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases (.2); circulate same to MWE team (.1).
06/28/23	L. Barrett	1.90	Attend call with Debtors professionals re sale process (0.60); review emergency motion to reset (0.30); draft Committee Call agenda (0.40); review summary of bid procedure revisions (0.40); correspond with J. Gerber, J. Jones re hearing dates (0.20).
06/29/23	J. Hollinger	0.10	Attention to debtor environmental issues.
06/29/23	M. Kandestin	1.00	Emails with L. Barrett regarding agenda for Committee call; call with Province Team regarding same (.4); call with Committee (.6).
06/29/23	M. Kandestin	0.50	Attend status conference regarding DIP stipulation.
06/29/23	M. Kandestin	1.00	Call and emails with C. Gibbs and M. Helt regarding DIP stipulation (.4); emails with Committee regarding same



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Date	Name	Hours	Description
			(.4); emails with Debtors regarding same; call with B. Wallen regarding same (.2).
06/29/23	C. Gibbs	1.80	Conf call with Province team to prep for UCC call (0.7 hr); UCC call (1.1 hr).
06/29/23	C. Gibbs	1.10	Prep for and attendance at Status Conf (1.1 hr).
06/29/23	C. Gibbs	1.80	Rev of multiple emails re Committee opposition to terms of proposed Stip with Lender (1.0 hr); confs with co-counsel and committee members re same (0.8 hr).
06/29/23	J. Gerber	1.00	Update 2004 notice draft (.60); share same with T. McClaren and M. Kandestin (.20); confer with M. Kandestin and E. Seitz on DIP diligence requests (.20).
06/29/23	J. Gerber	1.70	Attend call with Province (.30); attend committee call (.60); review and revise updated critical dates and work and product documents (.80).
06/29/23	D. Green	0.30	Communications with John Elrod (.1); communications with Marcus Helt regarding responding to same (.1); communications with Luke Barrett regarding hearing (.1).
06/29/23	J. Bishop Jones	0.20	Prepare Pro Hac Vice Motion for L. Barrett
06/29/23	J. Bishop Jones	0.20	Receipt and review of order resetting show cause hearing; circulate same to MWE team.
06/29/23	L. Barrett	2.40	Attend status conference (0.60); call with Province re Committee Call (0.30); weekly Committee call (0.70); review, analyze proposed stipulation (0.30); correspond with Committee Members re materials for Committee call (0.20); review Province report (0.30).
06/30/23	J. Hollinger	1.20	Prepare for call with Debtor's representatives regarding Debtor environmental issues, including review and analyze environmental documents and prepare list of questions for Debtor environmental team (1 hour). Tel. conf. with J. Gerber regarding environmental issues and related topics (0.2 hours).
06/30/23	M. Kandestin	0.20	Emails with J. Hollinger regarding environmental issues.
06/30/23	C. Gibbs	1.20	Rev of multiple emails re status of sales process (0.6 hr); confs with co-counsel and advisors re same (0.6 hr).
06/30/23	C. Gibbs	1.10	Rev of multiple emails re case admin matters (1.1 hr).
06/30/23	J. Gerber	0.60	Confer with T. McLaren on environmental data from debtors (.20); update J. Pomerantz on MWE's questions for MVI (.20); confer with J. Hollinger on environmental



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Date	Name	Hours	Description
06/30/23	M. Helt	2.70	issues (.20). Work on insider-litigation issues (.9); lengthy work on sale issues (1.8).
06/30/23	G. Williams	1.50	Analyze recent pleadings including Debtors' adversary complaint and emergency motion (.7); finalize summary and recommendations concerning same (.6); update WIP and Critical Dates (.2).
Total Hours		494.50	Total For Services \$544,643.27

Costs and Other Charges

Description	Amount
Computer Assisted Research	1,050.50
Messenger/Courier	224.45
Miscellaneous	39.48
Transportation/Parking	20.00
Total Costs and Other Charges	\$1,334.43
Total This Invoice	<u>\$545,977.70</u>



McDermott
Will & Emery

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Invoice Totals

Matter Name	Hours	Fees	Costs and Other Charges	Retainer	Total
0011 Mountain Express Oil Company	494.50	544,643.27	1,334.43	0.00	545,977.70

Exhibit D**Statement of Fees by Project Category**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	53.50	\$54,732.85
B120	Asset Analysis & Recovery	78.10	\$80,502.25
B130	Asset Disposition	136.20	\$173,248.30
B140	Automatic Stay	1.30	\$1,922.70
B150	Meetings/Communications w/Creditors	61.00	\$67,498.96
B155	Court Hearings	14.70	\$15,966.40
B160	Fee/Employment Applications	30.10	\$28,449.52
B170	Fee/Employment Objections	7.70	\$8,287.50
B185	Assumption/Rejection of Leases	34.00	\$36,641.40
B190	Other Contested Matters	27.00	\$26,632.63
B210	Business Operations	0.10	\$117.30
B230	Financing/Cash Collateral Issues	8.60	\$11,282.90
B250	Real Estate	2.90	\$1,651.55
B280	Vendor Matters	28.70	\$25,875.31
B310	Claims Admin. & Objections	9.20	\$10,346.20
B410	General Bankruptcy Advice	1.40	\$1,487.50
TOTAL		494.50	\$544,643.27

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, *et al.*,

Debtors.

Chapter 7
(Previously Chapter 11)

Case No. 23-90147 (DRJ)

Jointly Administered

**FOURTH MONTHLY FEE STATEMENT OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JULY 1, 2023 THROUGH JULY 31, 2023**

Name of Applicant:	<u>McDermott Will & Emery LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>June 7, 2023, effective as of April 5, 2023</u> <u>[Docket No. 495]</u>
Period for Which Compensation and Reimbursement Will be Sought:	<u>July 1, 2023 to July 31, 2023</u>
Total Amount of Compensation to Be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$289,577.37</u>
Total Amount of Expense Reimbursement to be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$42.54</u>

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of April 5, 2023*, dated June 7, 2023 [Docket No. 495] (the “Retention Order”), and the *Order Establishing Procedures for Interim*

Compensation and Reimbursement of Expenses for Professionals, dated May 15, 2023 [Docket No. 408], (the “Interim Compensation Order”), McDermott Will & Emery LLP (“McDermott”), former counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Mountain Express Oil Company, et al., and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in the chapter 11 cases (the “Chapter 11 Cases”), hereby submits this *Fourth Monthly Fee Statement of McDermott Will & Emery LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from July 1, 2023 Through July 31, 2023* (this “Monthly Statement”).¹ Specifically, McDermott seeks (i) interim allowance of \$289,577.37 for the reasonable and necessary legal services that McDermott rendered to the Committee during the Fee Period; (ii) compensation in the amount of \$231,661.90, which is equal to 80% of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (*i.e.*, \$289,577.37); and (iii) allowance and payment of \$42.54 for the actual and necessary expenses that McDermott incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

Attached hereto as **Exhibit A** is a schedule of McDermott attorneys and paraprofessionals, who rendered services to the Committee in connection with the Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which McDermott is

¹ The period from July 1, 2023, through and including July 31, 2023, is referred to herein as the (“Fee Period”).

seeking payment in this Monthly Statement. All of the disbursements comprise the requested sum for McDermott's out-of-pocket expenses, which total \$42.54.

Attached hereto as **Exhibit C** are the time and expense records of McDermott, which provide a summary of the time spent by each McDermott professional during the Fee Period as well as an itemization of expenses.

Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by McDermott attorneys and paraprofessionals during the Fee Period with respect to each of the project categories McDermott established in accordance with its internal billing procedures. As reflected in **Exhibit D**, McDermott incurred \$289,577.37 in fees during the Fee Period. Pursuant to this Monthly Statement, McDermott seeks reimbursement for 80% of such fees (\$231,661.90 in the aggregate).

Notice

Pursuant to the Interim Compensation Order, this Monthly Statement has been served upon: (a) proposed counsel to the Chapter 7 Trustee, Porter Hedges LLP, 1000 Main St., 36th Floor Houston, Texas 77002, Attn: Joshua W. Wolfshohl (jwolfshohl@porterhedges.com) and Megan Young-John (myoung-john@porterhedges.com); (b) counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 440 Louisiana Street, Suite 900, Houston, Texas 77002, Attn: Jeffrey N. Pomerantz (jpomerantz@pszjlaw.com) and Benjamin L. Wallen (bwallen@pszjlaw.com); (c) Office of the United States Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jayson B. Ruff (jayson.b.ruff@usdoj.gov); and (d) counsel to the DIP Agent, Greenberg Traurig LLP, Terminus 200, 3333 Piedmont Road NE, Suite 2500, Atlanta, Georgia 30305, Attn: John Elrod (elrodj@gtlaw.com) and Steven Rosenwasser (steven.rosenwasser@gtlaw.com).

Dated: September 13, 2023
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs (Texas Bar No. 7846300)
Marcus A. Helt (Texas Bar No. 24052187)
Jane A. Gerber (Texas Bar No. 24092416)
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-and-

Maris J. Kandestin (admitted *pro hac vice*)
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*Former Counsel to the Official Committee of
Unsecured Creditors*

Exhibit A**Summary of Timekeepers Included in this Fee Statement**

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Corporate Advisory	27.30	\$1,479.00	\$40,376.70
Marcus A. Helt	Partner; Admitted in 2000; Corporate Advisory	38.70	\$1,317.50	\$50,987.25
Maris J. Kandestin	Partner; Admitted in 2004; Corporate Advisory	21.90	\$1,173.00	\$25,688.70
Jacob Hollinger	Partner; Admitted in 1999; Energy & Project Finance	0.50	\$1,232.50	\$616.25
Debbie Green	Partner; Admitted in 2005; Trial	6.90	\$1,147.50	\$7,917.75
Eric C. Seitz	Counsel; Admitted in 2009; Corporate Advisory	76.70	\$1,062.50	\$81,493.75
ASSOCIATES				
Jane A. Gerber	Associate; Admitted in 2014; Corporate Advisory	24.00	\$1,062.50	\$25,500.00
Lucas B. Barrett	Associate; Admitted in 2019; Corporate Advisory	36.70	\$939.25	\$34,470.54
Jack G. Haake	Associate; Admitted in 2011; Corporate Advisory	1.70	\$1,011.50	\$1,719.55
Grayson W. Williams	Associate; Admitted in 2021; Corporate Advisory	19.50	\$709.75	\$13,840.14
PARAPROFESSIONALS				
Daniel D. Northrop	Paralegal; Corporate Advisory	0.30	\$569.50	\$170.85
Jacque Bishop Jones	Paralegal; Trial	24.60	\$276.26	\$6,795.89

Exhibit B

Expense Summary

Category	Amount
Computer Assisted Research	\$42.54
TOTAL	\$42.54

Exhibit C

Time and Expense Records



Invoice: 3805021
Client: 120657

08/28/2023

Official Committee of Unsecured Creditors
38 Washington Square
Newport, RI 02840

For Services Rendered in Connection with:

Matter: 0011 Mountain Express Oil Company

Date	Name	Hours	Description
07/03/23	C. Gibbs	0.40	Rev of multiple emails re sale process status (0.4 hr).
07/03/23	C. Gibbs	0.40	Rev of multiple emails re case admin matters (0.4 hr).
07/03/23	E. Seitz	0.50	Review objection to motion to compel (0.3); correspondence with co-counsel re same (0.2).
07/03/23	E. Seitz	1.50	Review docket and recently-filed pleadings (1.2); correspondence re same (0.3).
07/03/23	D. Green	0.10	Communications with Luke Barrett regarding available hearing dates.
07/03/23	L. Barrett	0.20	Review correspondence re fee statement.
07/05/23	M. Kandestin	0.60	Revise Rule 2004 requests to Debtors (.4); emails with J. Gerber regarding same (.2).
07/05/23	M. Kandestin	0.20	Weekly call with Debtors' professionals (.2)
07/05/23	C. Gibbs	0.30	Rev of emails with Lender's counsel re discovery disputes (0.3 hr).
07/05/23	C. Gibbs	1.10	Rev of multiple emails re status of pending work streams and case admin matters (1.1 hr).
07/05/23	C. Gibbs	0.40	Rev of May fee statement (0.4 hr).
07/05/23	C. Gibbs	0.40	Rev of emails re status of sale process (0.4 hr).
07/05/23	E. Seitz	2.50	Review docket and recently-filed pleadings (1.7); attn to correspondence re same (0.8).
07/05/23	E. Seitz	2.20	Review revised schedules (2.0); correspondence with co-counsel re same (0.2).
07/05/23	J. Gerber	0.60	Weekly call with PSZJ, Province, RJ, FTI (.20) follow-up with J. Pomerantz on MVI meeting (.20); confer with T. McLaren on requesting missing letters for J. Hollinger (.20).
07/05/23	J. Gerber	0.90	Confer with MK on 2004 notice (.20); revise/ 2004 notice (.60); share updated 2004 Notice with Province and D. Green for review (.10)
07/05/23	M. Helt	1.30	Participate in UCC/debtor call (.4); follow-up analysis/communications re sale issues (.9).



Official Committee of Unsecured Creditors

Client: 120657
 Invoice: 3805021
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Date	Name	Hours	Description
07/05/23	D. Green	1.00	Communications with Luke Barrett regarding court's inquiry regarding hearing (.2); communications with Marcus Helt regarding same (.2); communications with Jane Gerber regarding motion and review draft (.6); communications with John Elrod regarding challenge period motion (.1);
07/05/23	L. Barrett	1.10	Call with Debtors' professionals re sale process (0.20); draft MWE fee statement (0.70); correspond with Court re hearing date (0.20).
07/06/23	J. Hollinger	0.10	Monitor email communications with debtor's counsel regarding environmental matters.
07/06/23	D. Northrop	0.20	Research to obtain amended schedules of assets and liabilities filed on 6/26/2023 by Debtors Mountain Express Oil Company, B&T Petroleum LLC, and MEX North Alabama LLC (.1); e-mail correspondence with E. Seitz regarding same (.1).
07/06/23	M. Kandestin	1.10	Emails with L. Barrett regarding Committee minutes, agenda; pre-call with Province team regarding Committee update (.4); weekly Committee call (.7).
07/06/23	M. Kandestin	0.40	MWE Team call regarding case strategy (.4)
07/06/23	C. Gibbs	2.10	Weekly call with Province (0.6 hr); weekly call with Committee (0.7 hr); rev of multiple emails re case admin matters (0.8 hr).
07/06/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.5); attn to correspondence re same (0.5);
07/06/23	E. Seitz	2.80	Review revised schedules (2.5); correspondence with co-counsel re same (0.3).
07/06/23	J. Gerber	1.90	Attend weekly strategy call (.50); attend call with Province and MWE (.50); attend committee call (.70); follow-up with J. Schoffner on data requested (.20).
07/06/23	M. Helt	1.30	Participate in UCC/debtor call (.4); follow-up analysis/communications re sale issues (.9).
07/06/23	D. Green	0.50	Team strategy conference call (.4); communications with John Elrod (.1).
07/06/23	J. Bishop Jones	0.30	Receipt and review of Akerman employment application; circulate to MWE team.
07/06/23	J. Bishop Jones	0.60	Communications with L. Barrett re notice of setting with Court (.1); draft Notice of Hearing (.3); provide to L.



Official Committee of Unsecured Creditors

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Date	Name	Hours	Description
			Barrett (.1); finalize and file same (.1).
07/06/23	J. Bishop Jones	0.50	Assemble relevant documents for upcoming show cause hearing; communications with MWE team re same.
07/06/23	J. Bishop Jones	0.50	Prepare MWE second monthly fee statement and exhibits thereto; finalize and file same.
07/06/23	J. Bishop Jones	0.30	Receipt and review of monthly fee statement for Debtors' special counsel; circulate to MWE team.
07/06/23	L. Barrett	3.70	Draft Committee call agenda (0.30); correspond with M. Kandestin, J. Gerber re same (0.20); review adversary proceeding summary (0.50); correspond with G. Williams re same (0.10); review WIP (0.20); correspond with G. Williams re same (0.10); correspond with J. Bishop Jones re hearing (0.20); review Province report (0.30); correspond with Committee Members re same (0.10); attend call with Committee (0.70); attend call with Province re Committee call (0.40); attend MWE Team call re case status (0.40); correspond with C. Gibbs re same (0.20).
07/07/23	E. Seitz	2.40	Review docket and recently-filed pleadings (1.7); attn to correspondence re same (0.7).
07/07/23	E. Seitz	2.70	Review revised schedules (2.3); correspondence with co-counsel re same (0.4).
07/07/23	J. Gerber	0.70	Revise CD and WIP from G. Williams (.40); confer with J. Bishop on updating calendars re: the same (.10); confer with T. McLaren on call with J. Shoffner and 2004 Notice (.20).
07/07/23	J. Gerber	1.10	Review BDO declaration (.30); review additional information from B. Wallen (.20); update chart tracking declarations of disinterestedness (.40); confer with MK on BDO declaration (.20).
07/07/23	M. Helt	3.70	Lengthy work on Project Optionality.
07/07/23	D. Green	0.60	Review draft 2004 notice and communications with team regarding same (.6).
07/07/23	J. Bishop Jones	0.30	Application to Employ Akerman LLP as Special Environmental Counsel (.2); circulate same to MWE team (.1)
07/07/23	J. Bishop Jones	0.60	Finalize and file MWE 2nd monthly fee statement (.2); circulate same to MWE team (.1).



Official Committee of Unsecured Creditors

Client: 120657
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Date	Name	Hours	Description
07/07/23	J. Bishop Jones	0.20	Finalize and file notice of July 19, 2023 hearing (.1); circulate same to MWE team (.1).
07/07/23	J. Bishop Jones	0.20	Receipt and review of BDO's OCP Declaration of Disinterestedness (.1); circulate same to MWE team (.1)
07/07/23	L. Barrett	1.30	Review, finalize notice of hearing (0.20); review, analyze province fee app (0.30); correspond with Province re same (0.20); review, analyze interim compensation order (0.30); review, finalize MWE fee application (0.30).
07/08/23	M. Kandestin	0.30	Call with M. Helt regarding sale issues.
07/08/23	C. Gibbs	0.50	Conf with co-counsel re proposed structure of global settlement (0.5 hr).
07/08/23	M. Helt	0.70	Work on Project Optionality.
07/09/23	L. Barrett	0.10	Review correspondence.
07/10/23	M. Kandestin	0.30	Attend July 10, 2023 hearing.
07/10/23	C. Gibbs	1.10	Rev of multiple emails re pending work streams (1.1 hr).
07/10/23	C. Gibbs	0.80	Prep for and attendance at hearing (0.8 hr).
07/10/23	E. Seitz	2.20	Review docket and recently-filed pleadings (1.4); attn to correspondence re same (0.5); attend weekly team call (0.3).
07/10/23	E. Seitz	0.60	Attn to correspondence re discovery and challenge deadline dispute (0.6).
07/10/23	J. Gerber	0.20	Confer with T. McLaren on committee data request (.10); email J. Schoffner for data needed (.10).
07/10/23	M. Helt	2.60	Lengthy work on restructuring/sale alternative.
07/10/23	D. Green	0.20	Team strategy conference (.2).
07/10/23	J. Bishop Jones	0.40	Assemble relevant documents for July 10, 2023 (.2); circulate same to MWE team (.1); submit appearance for C. Gibbs and M. Kandestin (.1).
07/10/23	J. Bishop Jones	0.50	Update relevant documents for July 10, 2023 hearing (.3); communications with MWE team re same (.2).
07/10/23	L. Barrett	1.20	Attend weekly strategy call with MWE Team (0.20); attend hearing on show cause (0.30); review updated work in progress list (0.20); correspond with G. Williams re same (0.10); review Province first and second monthly fee statements (0.40).
07/11/23	J. Hollinger	0.40	Attention to recent environmental uploads to data room by debtor.
07/11/23	M. Kandestin	5.40	Review revised APA (4.9); emails and call with A. Rosen



Official Committee of Unsecured Creditors

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Date	Name	Hours	Description
			regarding same; emails with C. Gibbs and M. Helt regarding same (.5).
07/11/23	E. Seitz	2.20	Review docket and recently-filed pleadings (1.6); attn to correspondence re same (0.6).
07/11/23	E. Seitz	2.50	Update lien perfection memo (2.2); correspondence with co-counsel re same (0.3).
07/11/23	J. Gerber	0.50	Confer with J. Pomerantz on insurance updates (.20); confer with M. Helt, M. Kandestin and J. Hollinger on the same (.30).
07/11/23	J. Gerber	0.20	Confer with L. Barrett on case summaries for pleadings filed.
07/11/23	M. Helt	2.20	Work on restructuring/sale alternative.
07/11/23	J. Bishop Jones	0.50	Receipt and review of multiple objections to assumption of contracts (.); receipt and review of Debtor's motion to reject certain leases (.1); circulate same to MWE team (.1).
07/11/23	L. Barrett	3.30	Draft Committee Meeting Minutes (x2) (3.10); correspond with J. Gerber re objections (0.20).
07/12/23	M. Kandestin	0.60	Review draft exclusivity motion; emails with C. Gibbs and M. Helt regarding same (.4); call with B. Wallen regarding same, 365(d)(4) motion, bar date motion (.2).
07/12/23	M. Kandestin	0.70	Review 365(d)(4) extension motion; emails with C. Gibbs and M. Helt regarding same (.4); review memorandum regarding third omnibus objection motion; emails with J. Gerber regarding comments to same (.3).
07/12/23	M. Kandestin	0.80	Call with M. Helt regarding case strategy (.2); weekly call with Debtors' professionals regarding case status (.6).
07/12/23	M. Kandestin	0.30	Emails with L. Barrett regarding preparation for weekly Committee meeting; review Committee meeting minutes to be approved.
07/12/23	C. Gibbs	0.70	Rev of multiple emails re case admin matters (0.4 hr); conf with co-counsel re same (0.3 hr).
07/12/23	C. Gibbs	0.30	Conf with co-counsel re issues with need for upsizing DIP Loan further (0.3 hr).
07/12/23	C. Gibbs	0.30	Conf with co-counsel and advisors re status of sale process (0.3 hr).
07/12/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.5); attn to correspondence re same (0.5).
07/12/23	E. Seitz	2.30	Further lien perfection issues (1.9); correspondence with



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Date	Name	Hours	Description
07/12/23	J. Gerber	2.50	co-counsel re same (0.4). Confer with M. Friery on bar date (.20); update C. Gibbs on same (.10); revise fee statements for Province April and May (.50); confer with L. Barrett on the same (.20); revise drafts of committee meeting minutes (.70); attend weekly call with PSZJ (.80).
07/12/23	J. Gerber	2.50	Review rejection motion (.60); draft memo on the same (1.20); update memo per M. Kandestin (.50); confer with G. Williams on status of cure objections per PSZJ (.20).
07/12/23	M. Helt	2.70	Work with debtor's counsel on executory-contract issues / cure issues (.8); work on follow-up issues, including settlement discussions re Piper Sandler and SVB (1.9).
07/12/23	D. Green	0.10	Telephone conference with Marcus regarding hearing prep.
07/12/23	G. Williams	3.60	Review debtors' adversary complaint against GSS (1.1); prepare memorandum concerning same for Committee (2.5).
07/12/23	J. Bishop Jones	0.80	Receipt and review of multiple objections to assumption of contracts (.6); receipt and review of Debtor's motion to reject certain leases (.1); circulate same to MWE team (.1).
07/12/23	J. Bishop Jones	0.40	Receipt and review of Samnosh, LLC v. Mountain Express Oil Company complaint (.2); circulate same to MWE team (.2).
07/12/23	J. Bishop Jones	1.20	Receipt and review of remaining debtors' schedules and statement of financial affairs (150+ documents).
07/12/23	L. Barrett	3.00	Attend weekly call with Debtors' professionals re sale process, case status; draft Committee Meeting minutes; review, analyze Province fee applications; correspond with J. Gerber, M. Kandestin re same.
07/13/23	M. Kandestin	0.70	Emails with G. Williams regarding cure objections; emails with G. Williams regarding Samnosh complaint; emails with L. Barrett regarding same and show cause hearing (.4); review memorandum regarding third omnibus rejection motion; emails with J. Gerber regarding comments to same (.3).
07/13/23	M. Kandestin	2.70	Emails with L. Barrett re: Committee call prep (.2); prepare for Committee call (.6); emails with M. Helt and D. Green re: same (.3); pre-call with Province Team re:



Official Committee of Unsecured Creditors

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Date	Name	Hours	Description
			Committee call and updates (.6); participate in weekly Committee call (1.0).
07/13/23	M. Kandestin	0.20	Emails with MWE Team regarding bar date hearing; review correspondence from Debtors regarding same; review revised bar date order.
07/13/23	C. Gibbs	1.40	Rev of multiple emails re case admin matters and status of pending workstreams (0.8 hr); rev of emails re prep for UCC call (0.3 hr); confs with co-counsel re same (0.3 hr).
07/13/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.4); attn to correspondence re same (0.6).
07/13/23	E. Seitz	1.10	Further lien perfection issues (0.9); correspondence with co-counsel re same (0.2).
07/13/23	E. Seitz	0.90	Review deck re potential sale scenarios and considerations related thereto (0.9).
07/13/23	J. Gerber	2.60	Revise draft of summary on assumption objections (.80); confer with G. Williams and L. Barrett on the same (.20); confer with L. Barrett on rejection motion summary (.20); confer with M. Kandestin on the same (.20); revise summary of rejection motion (1.0); update C. Gibbs and M. Helt on the same (.20).
07/13/23	J. Gerber	2.00	Confer with M. Kandestin and J. Hollinger on environmental data (.20); confer with T. McLaren on access to environmental data (.20); attend call with MWE and Province (.60); attend committee meeting (1.0)
07/13/23	D. Green	1.60	Prepare for committee update call, including communications with team (.6); committee update call (1.0).
07/13/23	G. Williams	1.60	Review of recent pleadings (.5) and revisions to weekly critical dates and WIP (1.1)
07/13/23	J. Bishop Jones	0.80	Receipt and review of Debtors' Notice of Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases (.1); circulate same to MWE team (.1); receipt and review of objections to cure amounts (.5); circulate same to MWE team (.1).
07/13/23	J. Bishop Jones	0.30	Receipt and review of Debtors' Motion to Extend Exclusivity Period (.2); circulate same to MWE team (.1).
07/13/23	J. Bishop Jones	0.20	Receipt and review of amended proposed order re Debtors' rejection of certain leases (.1); circulate same to MWE



Official Committee of Unsecured Creditors

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Date	Name	Hours	Description
			team (.1).
07/13/23	J. Bishop Jones	0.30	Receipt and review of notice of hearing on Debtors' motion to set bar dates (.2); circulate same to MWE team (.1)..
07/13/23	J. Bishop Jones	0.80	Receipt and review of Province's first and second monthly fee statements (.5); file same (.2); circulate same to MWE team (.1).
07/13/23	L. Barrett	3.60	? Review summary of third omnibus lease rejection motion (0.30); correspond with Committee Members re same (0.20); review Committee Call Agenda (0.10); review Committee meeting minutes (0.20); review Province report (0.20); correspond with Committee Members re same (0.10); attend Committee Call (1.00); attend call with Province re Committee Call (0.50); correspond with Province re fee application (0.20); correspond with M. Helt re show cause hearing (0.30); review time entries for confidentiality and privilege (0.50).
07/14/23	M. Kandestin	0.20	Call with A. Rosen regarding sale issues.
07/14/23	M. Kandestin	0.20	Call with M. Helt regarding investigation regarding prepetition liens.
07/14/23	C. Gibbs	0.30	Confs with co-counsel re discussions with Lender re settlement and additional advance request (0.3 hr).
07/14/23	C. Gibbs	0.40	Rev of multiple emails re case admin matters (0.4 hr).
07/14/23	E. Seitz	1.30	Review information and correspondence re potential sale scenarios and considerations related thereto (1.3).
07/14/23	E. Seitz	0.60	Further lien perfection issues (0.4); correspondence with co-counsel re same (0.2).
07/14/23	E. Seitz	2.10	Review docket and recently-filed pleadings (1.6); attn to correspondence re same (0.5).
07/14/23	J. Gerber	0.90	Confer with G. Williams on WIP and CD (.20); revise WIP and CD (.70).
07/14/23	M. Helt	2.50	Work on sale alternative / restructuring (1.7); prepare for and attend UCC/debtor call (.8).
07/14/23	D. Green	0.10	Communications with Marcus Helt regarding responding to John Elrod.
07/14/23	J. Bishop Jones	0.60	Receipt and review of objections to cure amounts (.5); circulate same to MWE team (.1).



Official Committee of Unsecured Creditors

Client: 120657
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Date	Name	Hours	Description
07/14/23	J. Bishop Jones	0.30	Receipt and review of Debtors Motion to Extend Time to Assume/Reject Leases (.2); circulate same to MWE team (.1)
07/14/23	L. Barrett	0.10	Review work in progress list.
07/15/23	M. Kandestin	0.20	Emails with M. Helt regarding hearing on motion to compel production of information regarding prepetition loan documents.
07/16/23	M. Helt	0.60	Work on lender extension issues.
07/16/23	D. Green	0.50	Strategy communications with Marcus Helt regarding potential settlement of challenge period dispute (.3); communications with John Elrod regarding same (.2).
07/17/23	M. Kandestin	0.50	Emails and weekly call with MWE Team regarding case strategy.
07/17/23	M. Kandestin	0.30	Call and email with B. Wallen regarding exclusivity motion, bar date hearing, Whitman stipulation; review same.
07/17/23	M. Kandestin	0.20	Emails with D. Green regarding motion to extend challenge deadline.
07/17/23	C. Gibbs	1.70	Review of multiple emails re case administrative matters (0.8 hr); conferences with co-counsel re same (0.5 hr); weekly MWE call re pending work streams (0.4 hr).
07/17/23	C. Gibbs	0.50	Review of emails re additional borrowing need (0.5 hr).
07/17/23	C. Gibbs	0.40	Review of emails re status of sale process (0.4 hr).
07/17/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.5); attn to correspondence re same (0.5).
07/17/23	E. Seitz	0.50	B120 – further lien perfection issues (0.4); correspondence with co-counsel re same (0.1).
07/17/23	E. Seitz	1.50	Review information and correspondence re exclusivity issues and considerations related thereto (1.5).
07/17/23	J. Gerber	0.40	Confer with J. Bishop on W&E list (.10); attend weekly team call (.30).
07/17/23	M. Helt	2.30	Work on restructuring/operating/sale alternatives.
07/17/23	J. Haake	1.70	Research case law regarding party requiring payment to produce documents and correspondence with D. Green re: same.
07/17/23	D. Green	2.20	Team weekly strategy meeting (.3); communications with team regarding research issue (.3); strategy communications with Marcus Helt (.2); communications



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Date	Name	Hours	Description
			with bank regarding potential settlement and hearing (.3); communications with Jacque Bishop regarding adjourning hearing and review and finalize notice of adjournment (.4); communications with Jack Haake regarding research conclusions (.3); communications with Chuck Gibbs regarding resolution (.2); strategy communications with Maris Kandestin (.2). .
07/17/23	G. Williams	0.30	Attend weekly MWE Committee meeting.
07/17/23	J. Bishop Jones	0.50	Prepare W&E List for July 19, 2023 hearing (.4); circulate same to MWE team (.1).
07/17/23	J. Bishop Jones	0.50	Receipt and review Debtors' amended schedule G.
07/17/23	J. Bishop Jones	0.30	Receipt and review of application for administrative expenses (.2); circulate same to MWE team (.1).
07/17/23	J. Bishop Jones	1.00	Communications with D. Green re adjournment of matter set for July 19, 2023 (.2); communications with Court re same (.2); draft notice of adjournment (.3); revise same (.1); file (.1) and circulate to MWE team (.1).
07/17/23	L. Barrett	0.30	MWE Team strategy call re case status (0.30).
07/18/23	M. Kandestin	0.10	Emails with C. Gibbs an M. Helt regarding motion to amend DIP.
07/18/23	M. Kandestin	0.40	Review revised Whitman stipulation; emails with C. Gibbs regarding same; emails with Committee regarding same; emails with B. Wallen regarding same and exclusivity extension motion.
07/18/23	C. Gibbs	1.10	Review of emails and Emergency Motion For Amendment to DIP Loan (0.8 hr); conferences with co-counsel re same (0.3 hr).
07/18/23	C. Gibbs	0.30	Review of proposed Order re Bar Date Motion (0.3 hr).
07/18/23	C. Gibbs	0.70	Conferences with co-counsel re pending work streams (0.3 hr); review of multiple emails re same (0.4 hr).
07/18/23	E. Seitz	0.40	Further lien perfection issues (0.3); correspondence with co-counsel re same (0.1).
07/18/23	E. Seitz	0.90	Attn to issues re exclusivity and considerations related thereto (0.9).
07/18/23	E. Seitz	0.50	Attn to issues re bar date motion and resolutions thereof (0.5).
07/18/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.5); attn to correspondence re same (0.5).



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Date	Name	Hours	Description
07/18/23	G. Williams	1.40	Revise Cure Objection summary and analysis for Committee review.
07/18/23	J. Bishop Jones	0.30	Receipt and review off Debtors' Emergency Motion for Entry Order Approving Second Amendment to Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement (.2); circulate same (.1).
07/18/23	J. Bishop Jones	0.70	Assemble materials in preparation of July 19, 2023 hearing.
07/18/23	L. Barrett	0.40	Correspond with G. Williams re cure objections (0.10); review Committee Member update email (0.20); review proposed stipulation (0.10).
07/19/23	M. Kandestin	1.10	Call with Debtors regarding amendment to DIP (.3); review revised DIP credit agreement and proposed order (.6); emails with C. Gibbs regarding same (.2).
07/19/23	M. Kandestin	0.60	Prepare Committee update regarding July 19th hearing.
07/19/23	M. Kandestin	0.30	Call with C. Gibbs and M. Helt regarding case strategy.
07/19/23	M. Kandestin	1.30	Attend July 19, 2023 hearing.
07/19/23	C. Gibbs	1.40	Review of proposed Order and Credit Agreement (1.0 hr); conference call with Debtors re deal with DIP Lender (0.4 hr).
07/19/23	C. Gibbs	0.40	Review of multiple emails re case administrative matters (0.4 hr).
07/19/23	C. Gibbs	1.50	Prep for and attendance at hearings (1.5 hr);
07/19/23	E. Seitz	2.20	Review docket and recently-filed pleadings (1.6); attn to correspondence re same (0.6).
07/19/23	E. Seitz	0.30	Further lien perfection issues (0.2); correspondence with co-counsel re same (0.1).
07/19/23	E. Seitz	1.10	Attn to issues re exclusivity and considerations related thereto (1.1).
07/19/23	E. Seitz	0.90	Attn to issues re bar date motion and resolutions thereof (0.9).
07/19/23	J. Gerber	0.50	Attend call with PSZJ and Province (.40); review agenda for committee meeting (.10).
07/19/23	M. Helt	2.10	Work on sale/restructuring issues (1.8); call from lender re financing and next steps (.3).
07/19/23	G. Williams	1.80	Revise Cure Objection summary and analysis for Committee review.
07/19/23	J. Bishop Jones	0.30	Prepare materials in preparation of July 19, 2023 hearing



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Date	Name	Hours	Description
			(.2); circulate same to MWE team attending remotely (.1).
07/19/23	J. Bishop Jones	0.30	Receipt and review of Debtors W&E List for July 21, 2023 hearing.
07/19/23	J. Bishop Jones	0.20	Receipt and review of order granting amendment to DIP agreement (.1); circulate same to MWE team (.1).
07/19/23	J. Bishop Jones	0.20	Receipt and review of order extending time for debtors to remove actions (.); circulate same to MWE team (.1).
07/19/23	J. Bishop Jones	0.20	Receipt and review of stipulation and agreed order between the Debtors and GA Dept. Trans. (.1); circulate same to MWE team (.1).
07/19/23	J. Bishop Jones	0.50	Receipt and review of Objection to Debtors' Cure Notice (.1); circulate same to MWE team (.1) receipt and review of Emergency Motion for Extension of Time to File Cure (.2); circulate same to MWE team (.1).
07/19/23	L. Barrett	2.60	Draft Committee Call Agenda (0.30); correspond with J. Gerber, M. Kandestin re same (0.20); review revised cure objection summary (0.20); review, analyze time entries for confidentiality and privilege (1.90).
07/19/23	L. Barrett	0.80	Attend hearing on bar date motion, DIP modification.
07/20/23	M. Kandestin	0.20	Revise agenda for Committee call; emails with L. Barrett regarding same.
07/20/23	M. Kandestin	0.80	Revise memorandum regarding cure objections (.6); emails with L. Barrett regarding same. (0.2).
07/20/23	M. Kandestin	0.10	Email with J. Gerber regarding interim fee application (.1).
07/20/23	C. Gibbs	0.70	Review of multiple offers received for asset sales.
07/20/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.3); attn to correspondence re same (0.7).
07/20/23	E. Seitz	0.50	Further lien perfection issues (0.3); correspondence with co-counsel re same (0.2).
07/20/23	E. Seitz	2.10	Attn to issues re exclusivity and considerations related thereto (0.9); review restructuring considerations (1.2).
07/20/23	J. Gerber	0.40	Confer with G. Williams on summary of cure objections (.20); review WIP and critical dates (.20).
07/20/23	G. Williams	0.80	Revise cure objections summary.
07/20/23	J. Bishop Jones	0.60	Receipt and review of Objections to Debtors' Cure Notice (.4); circulate same to MWE team (.2).
07/20/23	J. Bishop Jones	0.20	Receipt and review of Letter to Court from Dhan



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Date	Name	Hours	Description
			Maharjan (.1); circulate same to MWE team (.1).
07/20/23	J. Bishop Jones	0.30	Receipt and review of Pachulski's June 2023 Monthly Fee Statement (.2); circulate same to MWE team (.2).
07/20/23	L. Barrett	4.40	Call with creditor re case status (0.20); review, revise cure objection summary (0.30); correspond with G. Williams re same (0.10); correspond with M. Kandestin re Committee Call Materials (0.20); review, revise Committee Call Agenda (0.10); draft Committee Meeting Minutes (2.60); review, analyze time entries for confidentiality and privilege (0.90).
07/21/23	C. Gibbs	1.40	Review of multiple emails re case administrative matters and status of pending work streams (1.0 hr); conference with co-counsel re same (0.4 hr).
07/21/23	E. Seitz	2.90	Review docket and recently-filed pleadings (1.2); attn to correspondence re same (0.7); review restructuring considerations (1.0).
07/21/23	E. Seitz	1.80	Attn to correspondence and materials re bids and upcoming auction (1.8).
07/21/23	J. Gerber	1.30	Update WIP and CD from G. Williams (.90); confer with G. Williams on same (.10); attend pre-call with Province team (.20); attend committee call (.30),
07/21/23	M. Helt	2.60	Work on sale and sale-alternative issues.
07/21/23	J. Bishop Jones	0.50	Receipt and review of Objections to Debtors' Cure Notice (.3); circulate same to MWE team (.2).
07/21/23	J. Bishop Jones	0.30	Receipt and review of order granting ddl to extend time to file objections to cure notices (.2); circulate same to MWE team (.1).
07/21/23	J. Bishop Jones	0.30	Receipt and review Debtors' motion to employ special environmental counsel (.2); circulate same to MWE team (.1).
07/21/23	J. Bishop Jones	0.60	Receipt and review Debtors' MOR's.
07/21/23	L. Barrett	2.30	Attend weekly Committee Meeting (0.30); attend call with Province re weekly Committee Meeting (0.60); draft Committee Call Agenda (0.30); correspond with M. Kandestin, J. Gerber re same (0.10); review, comment on cure objection summary (0.20); correspond with G. Williams re interim fee applications (0.20); review Province report (0.20); correspond with Committee



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Date	Name	Hours	Description
			Members re same (0.20); review interim fee application precedent (0.20).
07/24/23	C. Gibbs	1.00	Weekly MWE call re work streams (0.4 hr); review of emails re case administrative matters and work stream status (0.6 hr).
07/24/23	C. Gibbs	0.40	Review of emails re status of bids (0.4 hr).
07/24/23	E. Seitz	2.40	Review docket and recently-filed pleadings (1.3); attn to correspondence re same (0.6); attend weekly team call (0.5).
07/24/23	E. Seitz	1.70	Attn to correspondence and materials re bids and upcoming auction (1.7).
07/24/23	J. Gerber	0.60	Attend weekly strategy call (.20); confer with D. Northrop and J. Bishop on 341 meeting (.20); update WIP from strategy call (.20).
07/24/23	M. Helt	3.20	Review/analyze offers and work on alternatives (1.9); phone call with debtor's counsel re same (.4); prepare for and participate in numerous calls with Provence (.9).
07/24/23	G. Williams	2.20	Draft fee applications for MWE and Province.
07/24/23	L. Barrett	0.50	Attend weekly MWE Team call re works in progress (0.20); review updated works in progress list (0.20); review, analyze time entries for confidentiality and privilege (0.10).
07/25/23	C. Gibbs	1.20	Review of multiple emails re status of bids for purchase of assets (0.7 hr); conferences with co-counsel and Province re same (0.5 hr).
07/25/23	C. Gibbs	0.40	Review of multiple emails re status of pending work streams (0.4 hr).
07/25/23	E. Seitz	2.10	Review docket and recently-filed pleadings (1.5); attn to correspondence re same (0.6).
07/25/23	E. Seitz	2.50	Attn to correspondence and materials re bids and upcoming auction (2.5).
07/25/23	J. Bishop Jones	0.30	Receipt and review of Pachulski's First Interim Application for Compensation (.2); circulate same to MWE team (.3).
07/25/23	L. Barrett	0.30	Review, analyze time entries for confidentiality and privilege.
07/26/23	C. Gibbs	1.70	Review of multiple emails re status of auction and bids for assets (0.9 hr); review of power point from Province re



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Date	Name	Hours	Description
			same (0.4 hr); conferences with co-counsel re same (0.4 hr).
07/26/23	E. Seitz	2.40	Attn to correspondence and materials re auction considerations (2.4).
07/26/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.6); attn to correspondence re same (0.4).
07/26/23	J. Gerber	0.70	Review summary of bids from Province team (.70)
07/26/23	J. Gerber	0.40	Attend weekly call with PSZJ (.40)
07/26/23	M. Helt	3.60	Work on PP presentation on bid summary (.9); work with Province on same (.6); prepare for and participate in debtor call with Pachulski (.7); address follow-up questions / issues re sale and recovery (.8); follow-up call with debtor's counsel (.3); communicate with UCC re same (.3).
07/26/23	G. Williams	3.90	Draft fee applications for MWE and Province.
07/26/23	J. Bishop Jones	0.30	Receipt and review of Order Extending Deadline for Debtors' to Assume/Reject Leases (.2); circulate same to MWE team (.3).
07/26/23	J. Bishop Jones	0.40	Receipt and review of First Interim Application of Raymond James & Associates, Inc (.3); circulate same to MWE team (.3).
07/26/23	L. Barrett	2.90	Attend call with Debtors' professionals re sale issues, financing issues (0.30); review Rejection Motion summary (0.40); correspond with G. Williams re same (0.20); correspond with G. Williams re interim application (0.20); review, analyze docket entries for confidentiality and privilege (1.70).
07/27/23	M. Kandestin	0.70	Emails with L. Barrett regarding: weekly Committee call; pre-call with Province team regarding case updates (.4); weekly Committee call (.3).
07/27/23	E. Seitz	1.90	Review docket and recently-filed pleadings (1.6); attn to correspondence re same (0.3).
07/27/23	E. Seitz	2.20	Attn to correspondence and materials re auction considerations, next steps (2.2).
07/27/23	J. Gerber	0.70	Attend call with Province (.30); attend committee call (.40).
07/27/23	M. Helt	3.60	Work on PP presentation on bid summary (.9); work with Province on same (.6); prepare for and participate in



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Date	Name	Hours	Description
			debtor call with Pachulski (.7); address follow-up questions / issues re sale and recovery (.8); follow-up call with debtor's counsel (.3); communicate with UCC re same (.3).
07/27/23	G. Williams	2.60	Draft fee applications for MWE and Province.
07/27/23	J. Bishop Jones	0.40	Receipt and review of Notice of Rescheduled Auction (.3); circulate same to MWE team (.1).
07/27/23	J. Bishop Jones	0.30	Receipt and review of Lugenbuhl's First Interim Fee App for Compensation (.2); circulate same to MWE team (.3).
07/27/23	J. Bishop Jones	0.40	Receipt and review of Ad Hoc Group of C-Store Verified Statements (.3); circulate same to MWE team (.1).
07/27/23	L. Barrett	2.80	Correspond with C. Gibbs re fee applications (0.30); draft Committee Call Agenda (0.10); review, analyze bid summary (0.30); correspond with Committee members re same (0.20); attend call with Province re Committee Call (0.30); attend Committee Call (0.30); review, analyze time entries for confidentiality and privilege (1.10); correspond with C. Clark re same (0.20).
07/28/23	D. Northrop	0.10	Review memoranda to file summarizing 341 meeting sessions held on 4/27 and 6/22 in preparation for continued 341 meeting on 8/3.
07/28/23	M. Kandestin	0.20	Review W/E list for 7/31 hearing; emails with J. Gerber regarding same.
07/28/23	M. Kandestin	0.20	Review revised Whitman stipulation; emails with B. Wallen regarding same.
07/28/23	C. Gibbs	0.80	Conference with co-counsel re work stream status (0.3 hr); review of multiple emails re case administration matters (0.5 hr).
07/28/23	E. Seitz	1.20	Review docket and recently-filed pleadings (1.0); attn to correspondence re same (0.2).
07/28/23	E. Seitz	0.30	Attn to correspondence and materials re auction considerations, next steps (0.3).
07/28/23	J. Gerber	1.00	Confer with J. Bishop on witness and exhibit list (.20); confer with M. Kandestin on the same (.20); review updated critical dates and WIP (.50); confer with G. Williams on the same (.10);
07/28/23	M. Helt	3.70	Lengthy work on strategic alternatives (2.7); phone call with lender's counsel re same and re fee issues (.2);



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Date	Name	Hours	Description
07/28/23	G. Williams	1.30	follow-up analysis re strategic alternatives (.8). Revise WIP and critical dates in light of case developments.
07/28/23	J. Bishop Jones	0.30	Receipt and review of FTI's First Interim Fee App for Compensation (.2); circulate same to MWE team (.3).
07/28/23	J. Bishop Jones	2.00	Prepare W&E list for July 31, 2023 hearing (.3); circulate same to MWE team (.1); communications with team re same (.1); file same (.1); receipt and review of Debtors' W&E list for July, 32, 2023 (.1); circulate same to MWE team (.1); assemble documents in preparation of hearing (.4) receipt and review of obj to motion to reject (.2); circulate to MWE team (.1) receipt and review of Debtors' reply in support of motion to reject circulate same (.2); updated hearing materials (.3).
07/28/23	J. Bishop Jones	0.40	Receipt and review of stipulation (.2); circulate same to MWE team (.1).
07/28/23	J. Bishop Jones	0.40	Receipt and review of Notice Rescheduled Auction (.3); circulate same to MWE team (.1).
07/28/23	L. Barrett	0.50	Review witness and exhibit list (0.20); review, analyze updated time entries (0.30).
07/31/23	C. Gibbs	0.80	Review of revised bid summary and emails re same (0.5 hr); conferences with co-counsel re same (0.3 hr).
07/31/23	J. Gerber	0.20	Confer with L. Barrett on monthly fee statements and interim fee applications.
07/31/23	J. Gerber	1.20	Confer with J. Bishop on hearing appearance (.10); review motion and objection set for hearing (.30); attend rejection hearing (.60); draft summary of hearing for the team (.20)
07/31/23	J. Bishop Jones	0.50	Communications with MWE team re hearing attendance (.2); prepare materials (.2) and appearances for same (.1).
07/31/23	J. Bishop Jones	0.50	Receipt and review of Objections to Debtors' Cure Notice (.4); circulate same to MWE team (.1).
07/31/23	L. Barrett	1.30	Review, analyze first interim fee application drafts (0.40); correspond with Province re same (0.20); correspond with MWE Team re call scheduling (0.10); review, analyze interim fee application precedents (0.30); review updated bid materials (0.30).

Total Hours 278.80**Total For Services \$289,577.37**



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Costs and Other Charges

Description	Amount
Computer Assisted Research	3.90
Miscellaneous	38.64
Total Costs and Other Charges	\$42.54
Total This Invoice	<u>\$289,619.91</u>



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Invoice Totals

Matter Name	Hours	Fees	Costs and Other Charges	Retainer	Total
0011 Mountain Express Oil Company	278.80	289,577.37	42.54	0.00	289,619.91

Exhibit D**Statement of Fees by Project Category**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	66.30	\$70,802.92
B120	Asset Analysis & Recovery	18.30	\$18,753.98
B130	Asset Disposition	69.50	\$86,190.00
B150	Meetings/Communications w/Creditors	37.10	\$38,685.64
B155	Court Hearings	8.20	\$7,263.28
B160	Fee/Employment Applications	25.20	\$20,984.84
B170	Fee/Employment Objections	4.10	\$1,997.54
B185	Assumption/Rejection of Leases	21.40	\$14,572.01
B190	Other Contested Matters	15.60	\$16,281.75
B230	Financing/Cash Collateral Issues	6.40	\$8,185.93
B280	Vendor Matters	3.60	\$2,555.10
B310	Claims Admin. & Objections	3.10	\$3,304.38
TOTAL		278.80	\$289,577.37

EXHIBIT D

**Summary of Timekeepers for the
Period from April 5, 2023, through August 24, 2023**

**Summary of Timekeepers for the
Period April 5, 2023 through August 24, 2023**

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Corporate Advisory	412.90	\$1,479.00	\$610,679.10
Maris Kandestin	Partner; Admitted in 2005; Corporate Advisory	373.00	\$1,173.00	\$437,529.00
Marcus A. Helt	Partner; Admitted in 2000; Corporate Advisory	473.80	\$1,317.50	\$624,231.50
Joel C. Haims	Partner; Admitted in 1994; Trial	24.50	\$1,402.50	\$34,361.25
Debbie Green	Partner; Admitted in 2005; Trial	65.50	\$1,147.50	\$75,161.25
Jacob Hollinger	Partner; Admitted in 1999; Energy & Project Finance	15.60	\$1,232.50	\$19,227.00
Ryan S. Smethurst	Partner; Admitted in 1999; Trial	1.10	\$1,232.50	\$1,355.75
Eric Seitz	Counsel; Admitted in 2009; Corporate Advisory	339.30	\$1,062.50	\$360,506.25
ASSOCIATES				
Lucas B. Barrett	Associate; Admitted in 2019; Corporate Advisory	269.00	\$939.25	\$252,658.91
Jack Haake	Associate; Admitted in 2011; Corporate Advisory	2.30	\$1,011.50	\$2,326.45
Grayson Williams	Associate; Admitted in 2021; Corporate Advisory	147.30	\$709.75	\$104,546.33
Haley M. Caradonna	Associate; Admitted in 2021; Corporate Advisory	0.50	\$709.75	\$354.88
Jane A. Gerber	Associate; Admitted in 2014; Corporate Advisory	279.00	\$1,062.50	\$296,437.50
PARAPROFESSIONALS				
Jacque Bishop Jones	Paralegal; Corporate Advisory	57.40	\$276.26	\$15,857.05
Cathy Greer	Paralegal; Corporate Advisory	91.30	\$454.75	\$41,518.81
Mike McMillan	Legal Support; Research & Libraries	0.20	\$293.25	\$58.65
Apurva Ingolikar	Legal Support; Litigation Technology Data Analyst	3.20	\$229.50	\$734.40
Catherine O'Brien	Legal Secretary; Research & Libraries	0.20	\$331.50	\$66.30
Janet Gorodetsky	Legal Support; McDermott Discovery	1.40	\$463.26	\$648.56

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
Benjamin Casten	Legal Support; McDermott Discovery	0.50	\$544.00	\$272.00
Daniel Northrop	Paralegal; Corporate Advisory	67.10	\$569.50	\$38,213.45
TOTAL:		2625.10		\$2,916,744.39

EXHIBIT E

**Statement of Fees by Project Category
for the Period April 5, 2023 through August 24, 2023**

**Statement of Fees by Project Category
for the Period April 5, 2023 through August 24, 2023**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	302.10	\$328,223.18
B120	Asset Analysis & Recovery	283.30	\$290,078.71
B130	Asset Disposition	467.20	\$587,483.94
B140	Automatic Stay Issues	18.60	\$13,473.39
B150	Meetings/Communications w/Creditors	208.60	\$224,846.38
B155	Court Hearings	149.10	\$176,765.22
B160	Fee/Employment Applications	229.40	\$214,677.46
B170	Fee/Employment Objections	139.60	\$165,702.48
B185	Assumption/Rejection of Leases	213.20	\$238,114.01
B190	Other Contested Matters	105.70	\$100,491.29
B195	Non-Working Travel	2.50	\$3,293.75
B210	Business Operations	0.30	\$329.80
B220	Employee Benefits/Pensions	9.50	\$11,769.11
B230	Financing/Cash Collateral Issues	285.50	\$331,677.71
B250	Real Estate	4.50	\$3,108.45
B260	Board of Directors Matters	139.10	\$160,284.09
B280	Vendor Matters	33.70	\$29,882.21
B290	Insurance	0.80	\$986.00
B310	Claims Admin. & Objections	25.40	\$27,688.76
B320	Plan and Disclosure Statement	0.10	\$56.95
B410	General Bankruptcy Advice/Opinions	1.90	\$2,074.00
L120	Analysis/Strategy	5.00	\$5,737.50
TOTAL		2625.10	\$2,916,744.39

EXHIBIT F

**Expense Summary for the
Period April 5, 2023 through August 24, 2023**

**Expense Summary for the
Period April 5, 2023 through August 24, 2023**

Expense Summary

Category	Service Provider (if applicable)	Amount
Computer Assisted Research	Westlaw/Lexis/PACER	\$13,492.77
Transportation		\$417.13
Travel Expenses		\$3,103.30
Messenger/Courier		\$323.31
TRSC		\$64.80
Meals		76.10
Document Services		3,683.10
Miscellaneous		\$128.30
TOTAL		\$21,288.81

EXHIBIT G

**Detailed Time and Expense Records for the
Period August 1, 2023 through August 24, 2023**



Invoice: 3824838
Client: 120657

11/13/2023

Official Committee of Unsecured Creditors
38 Washington Square
Newport, RI 02840

For Services Rendered in Connection with:

Matter: 0011 Mountain Express Oil Company

Date	Name	Hours	Description
08/01/23	D. Northrop	0.20	Review notice of filing of Debtors' first quarterly statement regarding payments made to OCPs (0.1); e-mail correspondence with MWE team regarding same (0.1).
08/01/23	D. Northrop	0.10	E-mail correspondence with J. Gerber regarding obtaining transcript of 7/31 hearing.
08/01/23	M. Kandestin	0.40	Review bid procedures; emails and call with M. Helt regarding bid procedures.
08/01/23	C. Gibbs	0.60	Review of multiple emails regarding status of auction process and bids (0.6 hr).
08/01/23	E. Seitz	2.00	Attn to correspondence and materials re auction considerations, next steps (2.0).
08/01/23	E. Seitz	1.90	Review docket and recently-filed pleadings (1.5); attn to correspondence re same (0.4).
08/01/23	M. Helt	3.10	Prepare for tomorrow's auction and strategic alternatives.
08/01/23	M. Helt	1.50	Travel to tomorrow's auction and strategic alternatives (billed at 50%).
08/01/23	L. Barrett	0.90	Review, analyze fee applications (0.70); correspond with C. Gibbs re same (0.20).
08/02/23	D. Northrop	0.10	Review notice of objection of Jounieh LLC and Rami Chalhoub to notice to counterparties regarding potentially assumed executory contracts and unexpired leases and e-mail correspondence with MWE team regarding same.
08/02/23	M. Kandestin	0.40	Calls (x2) with M. Helt re: sale issues; emails with E. Seitz re: same.
08/02/23	C. Gibbs	1.60	Multiple confs with co-counsel regarding auction status (0.8 hr); rev of multiple emails regarding same (0.8 hr).
08/02/23	E. Seitz	1.80	Review docket and recently-filed pleadings (1.4); attn to correspondence re same (0.4).
08/02/23	E. Seitz	5.80	Review Oak Street master leases (3.6); research re same (2.2).
08/02/23	M. Helt	9.90	Attend auction (8.3); work on strategic alternatives (1.6).



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Date	Name	Hours	Description
08/02/23	G. Williams	0.70	Research case law concerning true lease vs. disguised financing issues.
08/02/23	G. Williams	0.30	Revise MWE and Province fee applications (.2); circulate same to M. Kandestin, J. Gerber, and L. Barrett (.1).
08/02/23	L. Barrett	0.30	Correspond with M. Helt re bid procedures order (0.10); review revised budget (0.20).
08/03/23	D. Northrop	0.60	Draft Committee witness and exhibit list for 8/7 sale hearing (0.2); e-mail correspondence with J. Gerber regarding issues relating to filing of Committee witness and exhibit (0.1); finalize Committee witness and exhibit list for filing on the ECF case docket (0.1); file Committee witness and exhibit list on the ECF case docket (0.2).
08/03/23	D. Northrop	0.60	Prepare for continued section 341 meeting, including by, among other things, reviewing schedules of assets and liabilities filed by Debtor West Hill Ranch Group LLC (0.2); attend 341 meeting (0.2); e-mail correspondence with M. Kandestin, J. Gerber and L. Barrett regarding section 341 meeting and continuation of same (0.1); review U.S. Trustee's notice of continued section 341 meeting (continued to 8/10) and e-mail correspondence with MWE team regarding same (0.1).
08/03/23	D. Northrop	0.10	Review limited objection to Debtors' sale motion filed by Nine Shell Gas Stations OK LLC, and e-mail correspondence with MWE team regarding same.
08/03/23	D. Northrop	0.10	E-mail correspondence with J. Gerber regarding assembling pleadings and other materials for attorneys attending the 8/7 sale hearing.
08/03/23	D. Northrop	0.10	Review certification of counsel to Debtors' motion for order extending their exclusive periods to file a chapter 11 plan and solicit acceptances thereof and e-mail correspondence with MWE team regarding same.
08/03/23	D. Northrop	0.40	Review witness and exhibit lists for 8/7 hearing filed by the Debtors and the DIP Agent (0.3); e-mail correspondence with MWE team regarding same (0.1).
08/03/23	D. Northrop	0.10	Review notice of maturity of DIP facility and e-mail correspondence with MWE team regarding same.
08/03/23	D. Northrop	0.10	Communicate with MWE team regarding new case dates and deadlines.



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Date	Name	Hours	Description
08/03/23	M. Kandestin	0.30	Call and emails with M. Helt regarding auction; emails with Debtors regarding same.
08/03/23	M. Kandestin	0.10	Emails with J. Gerber regarding W/E list for sale hearing.
08/03/23	M. Kandestin	0.70	Review DIP Agent's notice of default and carve-out trigger date; emails with C. Gibbs and M. Helt regarding same (.2); calls with M. Helt regarding same; call and emails with A. Rosen regarding same (.5).
08/03/23	C. Gibbs	0.40	Review of multiple emails regarding same (0.4 hr).
08/03/23	C. Gibbs	0.50	Conferences with co-counsel regarding auction status (0.5 hr).
08/03/23	C. Gibbs	0.40	Review of multiple emails regarding case administrative matters.
08/03/23	E. Seitz	2.00	Review docket and recently-filed pleadings (1.4); attn to correspondence re same (0.6).
08/03/23	E. Seitz	5.50	Further review of Oak Street master leases (2.5); research re same (3.0).
08/03/23	J. Gerber	0.70	Confer with C. Gibbs and M. Helt on committee meeting scheduling (.20); confer with L. Barrett on the same (.20); confer with M. Kandestin and D. Northrop on witness and exhibit list (.20); review draft witness and exhibit list (.10).
08/03/23	H. Caradonna	0.50	Review and analysis of mater lease and drafting correspondence regarding same (.5).
08/03/23	M. Helt	5.90	Prepare for and participate in auction and follow-up discussions/analysis re sale or strategic alternatives.
08/03/23	M. Helt	1.00	Travel home from NYC (billed at 50%).
08/03/23	L. Barrett	3.50	Correspond with Committee Members re call time (0.20); draft Committee Meeting Minutes (2.50); review, analyze fee information (0.30); correspond with accounting team re same (0.20); call with accounting team re same (0.20); review, analyze notice of default (0.10).
08/04/23	D. Northrop	1.00	Review/analyze base rental schedules for Fund V, NLP and Oak Trust master lease agreements (0.4); calculate the aggregate amount of base rent over the 25-year term of the three master lease agreements (0.5); e-mail correspondence with E. Seitz regarding same (0.1)
08/04/23	M. Kandestin	1.20	Review updated bids and correspondence regarding status of auction; emails with Province regarding same; emails



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Date	Name	Hours	Description
			with C. Gibbs and M. Helt regarding same (.5); call with Province regarding same; emails with L. Barrett regarding sale issues (.3); call with Debtors' professionals regarding status of auction, bids, and sale hearing (.4).
08/04/23	M. Kandestin	0.80	Review draft Committee meeting minutes; emails with L. Barrett regarding revisions to same (.3); call with Committee members (.5).
08/04/23	M. Kandestin	0.20	Review notice of occurrence of DIP maturity date; emails with Debtors regarding same.
08/04/23	C. Gibbs	0.40	Review of revised APA from ARKO (0.4 hr).
08/04/23	C. Gibbs	0.40	Conferences with Debtor's counsel regarding status of sale efforts (0.4 hr).
08/04/23	C. Gibbs	0.80	Review of multiple emails regarding status of auction (0.8 hr).
08/04/23	C. Gibbs	0.70	Conferences with co-counsel regarding same (0.7 hr).
08/04/23	E. Seitz	5.90	Draft summary of Oak Street leases and considerations related thereto (5.9).
08/04/23	E. Seitz	1.60	Review docket and recently-filed pleadings (1.2); attn to correspondence re same (0.4).
08/04/23	J. Gerber	2.00	Follow-up with G. Williams on WIP and critical dates documents (.40); revise WIP and critical dates documents (1.0); attend weekly call with Province (.20); attend committee call (.40).
08/04/23	M. Helt	6.70	Lengthy work on auction/strategic alternatives.
08/04/23	G. Williams	0.90	Analyze recent pleadings and prepare updated WIP and Critical Dates for MWE team
08/04/23	G. Williams	3.60	Analyze case law re: true lease issues (2.7); prepare email memorandum concerning same (.8); circulate same to E. Seitz (.1).
08/04/23	L. Barrett	3.30	Attend call with Province re Committee Call (0.20); attend Committee Call (0.40); correspond with C. Gibbs, Province re fee applications (0.30); correspond with Committee Members re call materials (0.30); review, analyze hearing transcripts (0.40); review, analyze Bid Procedures Order (0.30); draft Committee Meeting Minutes (0.90); review, analyze fee breakdown (0.30); draft fee statement (0.20).
08/05/23	D. Northrop	0.60	Review certificate of service for subpoenas to testify



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Date	Name	Hours	Description
			directed to P. Davis of First Horizon Bank and R. Marshall of Bank of Hope, Debtors' notice of successful bid, Debtors' corrected notice of successful bid, Debtors' amended witness and exhibit lists for 8/7 sale hearing, and Debtors' post-auction status report (0.5); e-mail correspondence with MWE team regarding same (0.1).
08/05/23	D. Northrop	0.80	Review Debtors' emergency motion for entry of interim and final orders authorizing use of cash collateral, Debtors' amended emergency motion for entry of interim and final orders authorizing use of cash collateral, and Debtors' further amended witness and exhibit list for 8/7/2023 hearing (0.6); e-mail correspondence with MWE team regarding same (0.2).
08/05/23	D. Northrop	0.10	E-mail correspondence with E. Dellon regarding form of certificate of service for Committee statement and reservation of rights regarding Debtors' sale process and additional filing details to be (possibly) filed on 8/6.
08/05/23	D. Northrop	0.90	Assemble pleadings and other materials for C. Gibbs for 8/7 hearing (0.8); e-mail correspondence with MWE team regarding same (0.1).
08/05/23	D. Northrop	0.10	Communicate with MWE team regarding new case dates and deadlines.
08/05/23	M. Kandestin	9.50	Emails with E. Seitz regarding sale issues (.3); research regarding same (.7); emails and calls (x4) with M. Helt regarding same (1.2); review notice of successful bidder and post-auction status report (5.6); prepare statement regarding sale process (.7); discussions with A. Rosen regarding same (.7); discussions with C. Gibbs and M. Helt regarding same (.3).
08/05/23	C. Gibbs	2.20	Review of multiple emails regarding status of sale efforts (0.8 hr); prep of email to UCC (0.4 hr); review of Status Report filed by Debtor (0.4 hr); multiple confs with co-counsel regarding same (1.0 hr).
08/05/23	M. Helt	2.70	Strategize/analyze/review debtors' papers and work on response.
08/05/23	L. Barrett	0.90	Review, analyze Arko proposal (0.10); review, analyze Debtors status report (0.30); review analyze cash collateral motion (0.30); correspond with MWE Team re



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Date	Name	Hours	Description
08/06/23	M. Kandestin	12.00	same (0.20). Continued preparation of statement regarding notice of successful bidder and post-auction status report (10.6); emails with Province regarding same (.5); emails with C. Gibbs and M. Helt regarding same (.5); call with M. Helt regarding same (.2); emails with Committee regarding same (.2).
08/06/23	C. Gibbs	2.50	Review and revision of draft of UCC Statement (1.0 hr); multiple emails with co-counsel regarding hearing prep (0.7 hr); conference with co-counsel regarding same. (0.8 hr)
08/06/23	M. Helt	8.30	Prepare for tomorrow's hearing (3.2); work on strategic alternatives (2.4); finalize response to debtors' position/motion (2.7).
08/06/23	L. Barrett	0.60	Review, analyze statement and RoR draft (0.40); correspond with MWE Team re distribution list (0.20).
08/07/23	D. Northrop	7.20	Review draft of Committee's statement and reservation of rights with respect to Debtors' notice of successful bid and post-auction status report, exhibits to be filed with the Committee's statement, and e-mail correspondence regarding preparation and filing of Committee's statement and preparation and filing of Committee's amended W/E list for the 8/7 hearing (0.4); multiple e-mail correspondence with M. Kandestin regarding preparation and filing of Committee amended W/E list for the 8/7 hearing, including filing sealed and redacted versions of the amended W/E list (0.3); prepare exhibits to Committee statement and reservation of rights for filing on the ECF case docket (0.5); review procedures and guidelines for filing documents under seal in SDTX (0.2); draft/prepare Committee's amended W/E list (0.6); draft certificate of service for Committee's statement and reservation of rights and Committee's amended W/E list to reflect service of both sealed and redacted versions (0.9); review filing version of Committee statement and reservation of rights (0.2); e-mail correspondence with M. Kandestin regarding additional revision to same (0.1); revise Committee statement and reservation of rights (0.1);



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Date	Name	Hours	Description
			<p>finalize same for filing on the ECF case docket (0.1); file Committee statement and reservation of rights and exhibits thereto on the ECF case docket (0.4); prepare Ex. B to the Committee statement and reservation of rights for filing under seal (0.3); file Ex. B to the Committee statement and reservation of rights under seal on the ECF case docket (0.3); e-mail correspondence with M. Kandestin regarding service of sealed versions of Ex. B and amended W/E list (0.2); coordinate service of sealed versions of Ex. B and amended W/E list by e-mail (0.8); finalize amended Committee W/E list for filing (0.3); file public version of Committee's amended W/E list and exhibits (0.4); file sealed version of Committee amended W/E list and exhibits (0.5); review draft of Committee's motion for authorization to file under seal (0.2); e-mail correspondence with M. Kandestin and L. Barrett regarding revisions to Committee's motion to file under seal (0.2); finalize motion for authorization to file under seal for filing on the ECF case docket (0.1); file Committee's motion for authorization to file Ex. B to the Committee statement and reservation of rights and amended W/E list under seal (0.3); e-mail correspondence with MWE team regarding complying with Local Rule 9037-1(c) requirement to contact the judge's case manager upon the filing of a motion to seal (0.1).</p>
08/07/23	M. Kandestin	9.20	<p>Emails with L. Barrett regarding seal motion for statement regarding successful bidder (.3); revise same (.4); emails with D. Northrop regarding seal motion, statement, and amended W/E list, review same (.3); revise statement regarding successful bidder (5.9); emails with A. Rosen and T. McClaren regarding same (.4); calls and emails with M. Helt regarding same (.5); call with M. Helt and A. Rosen regarding same (.2); call and emails with C. Gibbs and M. Helt regarding same (.5); emails with L. Barrett, D. Northrop regarding revisions to seal motion, filing and service of same, statement (.4); call with C. Gibbs regarding mediation (.3).</p>
08/07/23	M. Kandestin	1.60	Attend August 7, 2023 hearing (1.6).



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Date	Name	Hours	Description
08/07/23	M. Kandestin	0.50	Review DIP Agent's objection to cash collateral motion; emails with C. Gibbs and M. Helt regarding same (.5).
08/07/23	M. Kandestin	0.30	Call and emails with G. Demo regarding Exxon assignment agreement; review same (.3).
08/07/23	C. Gibbs	3.00	Prep for and attendance at status conference and emergency motion for cash collateral use, and follow up meeting with mediator (3.0 hr).
08/07/23	C. Gibbs	1.40	Multiple conferences with co-counsel regarding strategy for mediated settlement (1.4 hr).
08/07/23	C. Gibbs	0.30	Conferences with counsel for lender regarding same (0.3 hr).
08/07/23	C. Gibbs	1.10	Review and reply of multiple emails regarding settlement options and alternative purchaser (1.1 hr).
08/07/23	C. Gibbs	0.30	Rev of analysis of IOI from ARKO (0.3 hr).
08/07/23	J. Gerber	3.80	Review case flings on cash collateral, objections, bid notice (1.10); review proposed committee statement (.50); confer with L. Barrett .1on same (.20); attend hearing on use of cash collateral (2.0);
08/07/23	M. Helt	13.70	Prepare for and participate in hearing and mediation (7.3); lengthy work on strategic alternatives and litigation issues re landlords (6.4).
08/07/23	G. Williams	0.40	Review of Lender's Objection to Debtors' Emergency cash collateral motion (.3); circulate same to MWE team (.1).
08/07/23	L. Barrett	7.00	Attend status conference (2.10); review, analyze statement and reservation of rights (0.50); draft, revise motion to seal (2.90); correspond with MWE Team re same (0.30); review, analyze WIP List (0.20); review, analyze Lender Objection (0.40); review, analyze Debtor sale filings (0.60).
08/08/23	D. Northrop	0.60	Draft e-mail correspondence to Judge Jones' case manager (pursuant to local rule) regarding Committee's motion filed on 8/7 for authorization to file under seal Ex. B to its statement and reservation of rights with respect to the Debtors' sale process and its amended witness and exhibit list for the 8/7 hearing (0.5); correspond with M. Kandestin regarding same (0.1).
08/08/23	D. Northrop	0.10	Review order entered on 8/8 granting the Committee's application to retain and employ MWE as counsel and



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Date	Name	Hours	Description
08/08/23	M. Kandestin	0.60	e-mail correspondence with MWE team regarding same. Committee call regarding August 7, 2023 and mediation.
08/08/23	M. Kandestin	1.20	Emails with C. Gibbs and M. Helt regarding mediation, correspondence from potential bidders regarding auction (.2); weekly MWE team call regarding case strategy (.4); call with C. Gibbs and M. Helt regarding mediation (.6).
08/08/23	M. Kandestin	0.20	Emails with G. Demo regarding Exxon assignment; emails with J. Gerber and L. Barrett regarding same.
08/08/23	C. Gibbs	1.10	Review of multiple emails regarding same (1.1 hr).
08/08/23	C. Gibbs	1.10	Rev of multiple emails and pleadings re lease rejections and objections to proposed cures (1.1 hr).
08/08/23	C. Gibbs	1.40	Multiple conference calls with Judge Isgur, Lenders counsel and co-counsel regarding settlement structure (1.4 hr).
08/08/23	C. Gibbs	0.80	Weekly UCC call (0.8 hr).
08/08/23	J. Gerber	1.30	Attend committee call (.50); attend internal MWE call (.30); confer with M. Kandestin on cash collateral (.20); confer with L. Barrett on fee statements and application (.30).
08/08/23	M. Helt	8.80	Work on mediation issues and mediate with Judge Isgur (2.4); lengthy work on strategic alternatives and NDA issues re same (6.4).
08/08/23	G. Williams	2.40	Analyze ExxonMobil Brand Incentive Agreements (1.2); research concerning same (.8); draft email memorandum concerning same for M. Kandestin, C. Gibbs, M. Helt and others (.4).
08/08/23	G. Williams	3.80	Revise MWE interim fee statement.
08/08/23	L. Barrett	2.00	Attend Committee Call (0.50); review documents in preparation for same (0.30); correspond with Committee re same (0.20); review precedent interim fee application (0.40); draft monthly fee statement (0.60).
08/09/23	D. Northrop	0.30	Prepare UCC transcript request for 8/7/2023 hearing (0.2); e-mail correspondence with M. Kandestin regarding filing same (0.1).
08/09/23	D. Northrop	1.50	Revise MWE's third monthly fee statement (0.9); finalize same for filing on the ECF case docket (0.4); file MWE's third monthly fee statement on the ECF case docket (0.2).
08/09/23	M. Kandestin	0.30	Review analysis of Petroleum/Exxon stipulation; emails



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Date	Name	Hours	Description
			with G. Williams regarding same; emails with C. Gibbs and M. Helt regarding same.
08/09/23	C. Gibbs	1.10	Conferences with Mediator, potential buyer and Lenders regarding settlement structure (1.1 hr).
08/09/23	C. Gibbs	0.80	Review of multiple emails regarding case administration matters (0.8 hr).
08/09/23	C. Gibbs	0.80	Conferences with co-counsel regarding same (0.8 hr).
08/09/23	M. Helt	3.20	Work on alternatives to sale issues.
08/09/23	G. Williams	2.30	Revise MWE's interim fee application.
08/09/23	G. Williams	1.10	Review ExxonMobil proposed stipulation (.6); draft summary/recommendation concerning same (.4); circulate same to Committee members (.1).
08/09/23	L. Barrett	1.00	Review, analyze billing information (0.40); correspond with G. Williams re same (0.10); review, analyze fee statement (0.20); correspond with C. Gibbs, M. Helt re same (0.10); review, analyze stipulation summary (0.20).
08/10/23	D. Northrop	0.50	File UCC's request for transcript of the 8/7/2023 hearing on the ECF case docket (0.2); communications with the transcriber regarding obtaining the transcript of the 8/7/2023 hearing (0.3).
08/10/23	D. Northrop	0.90	Attend (telephonically) continued section 341 meeting of creditors (0.7); draft preliminary e-mail summary of the meeting for the MWE team (0.2).
08/10/23	M. Kandestin	1.10	Review agenda for Committee meeting; emails with L. Barrett re: same; emails with M. Helt re: Committee meeting; emails with L. Barrett re: Committee meetings minutes (.3); pre-call with Province in advance of Committee call (.4); weekly Committee call.
08/10/23	M. Kandestin	0.20	Call with M. Helt re: sale objection.
08/10/23	C. Gibbs	1.10	Review of multiple emails regarding case admin matters (1.1 hr).
08/10/23	C. Gibbs	1.60	Review of multiple emails regarding status of negotiations with Buyer and Lender (0.8 hr); conferences with co-counsel and Lender's counsel regarding same and regarding alternatives (0.8 hr).
08/10/23	J. Gerber	0.80	Attend call with Province team (.40); attend committee call (.40).
08/10/23	M. Helt	4.70	Work with Province on sale alternatives (.8);



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Date	Name	Hours	Description
			review/analyze c-11 plan issues / alternatives / c-11 trustee and litigation issues re Oak Street (3.9).
08/10/23	G. Williams	0.50	Draft summary of stipulation-related issues (.4); circulate same to M. Helt and MWE team (.1).
08/10/23	L. Barrett	1.30	Call with Province re Committee Call (0.40); attend Committee Call (0.40); draft Committee Call Agenda (0.30); correspond with M. Kandestin, J. Gerber, Committee Members re same (0.20).
08/11/23	D. Northrop	0.50	Draft UCC witness and exhibit list for 8/11 hearing (0.2); file UCC witness and exhibit list on the ECF case docket (0.2); enter electronic hearing appearances for C. Gibbs and M. Kandestin for 8/11 hearing (0.1).
08/11/23	M. Kandestin	0.70	Call with Marcus regarding sale objection; emails with L. Barrett regarding same (.3); emails with Province regarding same (.2); emails with C. Gibbs and M. Helt regarding return of good faith deposits; emails with Debtors regarding same (.2).
08/11/23	M. Kandestin	0.30	Emails with Committee regarding emergency hearing for further interim use of cash collateral; emails with C. Gibbs and M. Helt regarding same; emails with MWE Team regarding W/E list for same (.3).
08/11/23	M. Kandestin	0.50	Call with C. Gibbs and M. Helt regarding mediation (.5).
08/11/23	M. Kandestin	0.20	Review interim fee application; emails with L. Barrett regarding same (.2).
08/11/23	M. Kandestin	0.20	Briefly review Monto Food Mart's stay relief motion; emails with J. Gerber regarding same (.2).
08/11/23	M. Kandestin	0.30	Attend continued hearing interim cash collateral use (.3).
08/11/23	C. Gibbs	2.00	Prep for and attendance at hearing and status conference (2.0 hr).
08/11/23	C. Gibbs	1.10	Review of multiple emails regarding case admin matters (0.7 hr); conferences with co-counsel regarding same (0.4 hr).
08/11/23	C. Gibbs	2.60	Review of multiple emails regarding status of mediation (0.6 hr); conferences with Mediator and parties (1.3 hr); conferences with co-counsel and lenders counsel regarding alternative proposals (0.7 hr).
08/11/23	J. Gerber	0.50	Attend cash collateral hearing (.50).
08/11/23	J. Gerber	1.90	Draft summary on motion to lift stay (1.80); confer with



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Date	Name	Hours	Description
			M. Kandestin on the same (.10).
08/11/23	M. Helt	3.90	Lengthy work on strategic alternatives (2.7); work with Provence on administrative-expense and litigation issues per mediator's request (.9); attend status conference (.3).
08/11/23	L. Barrett	4.60	Review, revise first interim fee application (0.30); correspond with MWE Team re same (0.20); review, analyze Province Fee Statement (0.20); correspond with C. Gibbs, M. Helt re same (0.10); draft sale objection (2.90); review documents re same (0.90).
08/12/23	M. Kandestin	0.20	Emails with L. Barrett regarding sale objection (.2).
08/12/23	C. Gibbs	1.60	Conferences with Lenders counsel and co-counsel regarding alternatives to ARKO sale and use of cash collateral (1.0 hr); review of multiple emails regarding same (0.6 hr).
08/12/23	L. Barrett	1.90	Draft sale objection (1.30); review documents re same (0.60).
08/13/23	M. Kandestin	0.20	Emails with M. Helt regarding sale issues; emails with L. Barrett regarding sale objection (.2).
08/13/23	C. Gibbs	1.00	Conferences with co-counsel regarding sale alternatives and summary of Lender call with alternate buyer (1.0 hr).
08/13/23	J. Gerber	0.70	Revise WIP and critical dates documents (.50); confer with G. Williams on the same (.20).
08/13/23	L. Barrett	4.70	Draft sale objection (3.30); review documents re same (1.20); correspond with M. Kandestin re same (0.10); review correspondence with C. Gibbs re fees (0.10).
08/14/23	M. Kandestin	1.60	Revise draft sale objection (1.4); emails with C. Gibbs, M. Helt, L. Barrett re: same (.2).
08/14/23	M. Kandestin	0.20	Review W/E lists for August 14th and August 15th hearings; emails with J. Gerber re: same.
08/14/23	M. Kandestin	0.40	Attend August 14, 2023 status conference; discussions with L. Barrett re: same.
08/14/23	M. Kandestin	1.10	Review memorandum re: Monto Food Mart's stay relief motion (.7); emails with J. Gerber re: same (.3).
08/14/23	C. Gibbs	1.00	Confs re status of alternate sales and re Lenders' response to mediators proposal (1.0 hr).
08/14/23	C. Gibbs	0.70	Review of multiple emails re case admin matters (0.7 hr).
08/14/23	J. Gerber	0.70	Confer with J. Bishop and D. Northrop on calendar updates (.20); confer with J. Bishop on witness and exhibit



Official Committee of Unsecured Creditors

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Date	Name	Hours	Description
			lists (.20); review same for two hearings (.20); confer with M. Kandestin on the same (.10).
08/14/23	J. Gerber	1.30	Revise summary of Monto stay motion (1.0); confer with M. Kandestin on the same (.20); confer with C. Gibbs and M. Helt on the same (.10).
08/14/23	J. Gerber	0.20	Attend cash collateral hearing (.20).
08/14/23	M. Helt	3.70	Work on strategic alternatives re operations (1.8); review/analyze Oak Street issues (1.9).
08/14/23	J. Bishop Jones	0.60	Prepare MWE first interim fee application for attorney review (.2); revise same (.2); file and circulate same to MWE team (.1); receipt and review of Province monthly fee statement (.1); file and circulate same to MWE team (.1).
08/14/23	J. Bishop Jones	0.50	Submit appearances for C. Gibbs, M. Kandestin, and M. Helt for August 14, 2023 hearing.
08/14/23	J. Bishop Jones	2.10	Prepare W&E lists August 14th and August 15th hearings (.5); file and circulate same to MWE team (.2); receipt and review of BFM's W&E list (.2); prepare materials of same (.3); circulate same to MWE team (.1); receipt and review of C-Store Owners W&E list (.2); prepare materials of same (.2); receipt of notice of rescheduled status conference (.1); communications with J. Gerber re same (.1); receipt and review of notice of further continued hearings (.1); circulate same to MWE team (.1).
08/14/23	L. Barrett	1.80	Review interim fee application (0.30); attend status conference (0.20); correspond with Committee Members re same (0.20); review, revise sale objection (1.10).
08/15/23	C. Gibbs	2.30	Rev of multiple emails re case admin matters (1.1 hr); conferences with co-counsel re same (0.5 hr); multiple calls with Lenders' counsel re same (0.7 hr).
08/15/23	J. Gerber	0.20	Confer with L. Barrett on upcoming committee meeting and hearing (.10); send invitation to committee meeting (.10).
08/15/23	M. Helt	2.30	Lengthy work on strategic alternatives (.9); meet with lender's counsel re same (.3); prepare for and participate in phone call with potential operator (.7); follow-up phone call and analysis re same (.4).
08/15/23	J. Bishop Jones	0.30	Receipt and review of notice of rescheduled status



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Date	Name	Hours	Description
08/15/23	J. Bishop Jones	0.40	conference (.2); circulate same to MWE team (.1). Review correspondence from US Trustee's office re LEDES files for MWE first interim fee application (.1); correspondence with MWE team re same (.1); correspond with billing team re retrieval of same (.2).
08/15/23	J. Bishop Jones	0.20	Receipt and review of mediator statement (.1); circulate same to MWE team (.1).
08/15/23	J. Bishop Jones	0.30	Receipt and review of notice of conference re rescheduled final dip hearing (.2); correspond with MWE team re same (.1).
08/15/23	J. Bishop Jones	0.20	Update Critical Dates calendar.
08/15/23	L. Barrett	5.40	Review, revise sale objection (3.80); review documents re same (0.60); research re same (0.80); correspond with Province re fee statement (0.20).
08/16/23	D. Northrop	1.40	Draft memo summarizing Debtors' continued section 341 meeting held on 8/10/2023.
08/16/23	M. Kandestin	2.40	Call with C. Gibbs regarding August 18, 2023 status conference; emails with J. Gerber regarding W/E list for same (.2); attend August 16, 2023 hearing (2.0); emails with Committee regarding same (.2).
08/16/23	M. Kandestin	0.30	Emails with C. Gibbs and M. Helt regarding: sale issues.
08/16/23	C. Gibbs	0.40	Prep for and attendance at hearing on cash collateral and request to appoint Trustee (4.0 hr).
08/16/23	C. Gibbs	0.50	Follow up meeting with lenders' counsel re settlement terms (0.5 hr).
08/16/23	J. Gerber	0.80	Review updated motion on stay relief (.20); update memo on stay relief (.40); confer with C. Gibbs and M. Helt on the same (.20).
08/16/23	J. Gerber	2.00	Attend status conference hearing (2.0).
08/16/23	J. Gerber	0.90	Attend committee call (.80); provide parties in interest list per M. Helt (.10).
08/16/23	M. Helt	3.70	Work on strategic alternatives re operations (1.8); review/analyze Oak Street issues (1.9).
08/16/23	J. Bishop Jones	1.00	Assemble documents for attorney binder for hearing (.5); communications re same (.2); assemble supplemental documents (.3).
08/16/23	J. Bishop Jones	0.70	Receipt and review of motions for relief (.6); circulate same to MWE team (.1).



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Date	Name	Hours	Description
08/16/23	J. Bishop Jones	0.50	Draft W&E list for August 16, 2023 (.2); circulate same to MWE team (.1); file same and circulate to MWE team (.2).
08/16/23	J. Bishop Jones	0.30	Receipt and review of Motion resetting motion for relief hearing (.2); circulate same to MWE team (.1).
08/16/23	J. Bishop Jones	0.30	Receipt and review of America1's notice of hearing on motion for relief. (.2); circulate same to MWE team (.1).
08/16/23	J. Bishop Jones	0.20	Provide LEDES documents to UST office for first interim fee application.
08/16/23	L. Barrett	0.20	Review correspondence re case status.
08/17/23	D. Northrop	2.40	Continue drafting memo summarizing Debtors' continued section 341 meeting held on 8/10/2023.
08/17/23	C. Gibbs	4.50	Multiple confs with all parties including potential operator and Trustee re global settlement and rev of multiple emails re same (4.5 hr).
08/17/23	J. Gerber	1.60	Confer with C. Gibbs on creditor call (.20); draft committee meeting minutes (.60); confer with L. Barrett on the same (.10); confer with J. Bishop on witness and exhibit list for hearings (.20); confer with L. Barret on case status (.20).
08/17/23	M. Helt	9.30	Lengthy work on strategic alternatives.
08/17/23	J. Bishop Jones	0.50	Receipt and review court filings regarding appointment of Chapter 11 trustee (.3); circulate same to MWE team (.2).
08/17/23	J. Bishop Jones	0.70	Receipt and review of motions for relief re fuel purchases (.5); circulate same to MWE team (.2).
08/17/23	J. Bishop Jones	0.50	Draft W&E list for August 18, 2023 (.2); circulate same to MWE team (.1); file same and circulate to MWE team (.2).
08/17/23	J. Bishop Jones	0.40	Receipt and review of Motion to Appoint Chapter 11 Trustee (.3); circulate same to MWE team (.1).
08/17/23	L. Barrett	0.30	Correspond with working group re case status.
08/18/23	C. Gibbs	7.00	Multiple lengthy conferences with all parties re terms for settlement (7.0 hr).
08/18/23	M. Helt	7.30	Lengthy work on strategic alternatives.
08/18/23	J. Bishop Jones	1.00	Receipt and review of motions for relief re fuel purchases (.8); circulate same to MWE team (.2); communications with MWE team re hearings on same (.2).
08/18/23	J. Bishop Jones	1.10	Receipt and review of motions for relief re fuel purchases



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Date	Name	Hours	Description
			(.8); circulate same to MWE team (.2); communications with MWE team re hearings on same (.2); submit attorney appearances to hearings re same (.1).
08/18/23	J. Bishop Jones	0.30	Receipt and review of Pachulski's July Monthly Fee Statement (.2); circulate to MWE team (.2).
08/18/23	L. Barrett	0.70	Review, analyze docket entries for confidentiality and privilege.
08/19/23	C. Gibbs	5.50	Multiple lengthy calls with counsel for Lender, Trustee, buyer and Mediator re potential settlement (5.5 hr).
08/19/23	M. Helt	5.90	Lengthy work with c11 trustee and others on strategic alternatives.
08/20/23	C. Gibbs	5.10	Multiple lengthy meetings with counsel for all parties and principals re global settlement (4.8 hr); review of Term Sheet from purchaser (0.3 hr).
08/20/23	M. Helt	4.40	Lengthy work on strategic alternatives, including calls with c-11 trustee and counsel, lender and counsel, and buyer and counsel.
08/21/23	M. Kandestin	0.80	Attend August 21, 2023 hearing.
08/21/23	M. Kandestin	0.60	Attend Committee update call.
08/21/23	C. Gibbs	1.40	Prep for and attendance at emergency hearing/status conf (1.4 hr).
08/21/23	C. Gibbs	3.30	Multiple meetings and conf calls with co-counsel, Mediator and counsel for Trustee, Lenders and Purchasers re sale terms and status (3.0 hr); prep of email to UCC re same (0.3 hr).
08/21/23	J. Gerber	0.90	Attend status conference (.90).
08/21/23	J. Gerber	1.00	Attend committee meeting (.80); confer with J. Bishop and M. Kandestin on witness and exhibit lists (.20).
08/21/23	M. Helt	3.20	Work on strategic alternatives, including calls with potential interested parties.
08/21/23	J. Bishop Jones	0.30	Receipt and review of stipulation between debtor and landlord re rejection of certain leases (.2); circulate same to MWE team (.1).
08/21/23	J. Bishop Jones	0.30	Receipt and review of Ch 11 Trustee motion for status conference (.2); circulate same to MWE team (.1).
08/21/23	J. Bishop Jones	1.20	Receipt and review of multiple motions for relief and interim orders granting relief re fuel purchases (.7); circulate same to MWE team (.3); review requests for



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Date	Name	Hours	Description
			hearings re same (.2).
08/21/23	J. Bishop Jones	0.50	Draft W&E list for August 22, 2023 (.2); circulate same to MWE team (.1); file same and circulate to MWE team (.2).
08/21/23	L. Barrett	1.20	Attend Committee Meeting (0.80); review W&E List (0.20); correspond with MWE Team re same (0.20).
08/22/23	C. Gibbs	0.50	Attendance at status conf (0.5 hr).
08/22/23	C. Gibbs	3.00	Multiple emails and confs with co-counsel, Mediator, and counsel for Trustee, buyers, and Lenders (3.0 hr).
08/22/23	J. Bishop Jones	0.80	Receipt and review of certificates of counsel for debtors' professionals (.3); circulate same to MWE team (.1); receipt and review of Akerman's June and July monthly fee statement (.1); circulate same to MWE team (.1); receipt and review of Axion's July monthly fee statement (.1); circulate same to MWE team (.1).
08/22/23	J. Bishop Jones	1.90	Receipt and review of motions for relief re fuel purchases (.6); circulate same to MWE team (.2); communications with MWE team re hearings on same (.2); submit attorney appearances to hearings re same (.1); receipt and review of W&E lists filed re hearings for same (.2); compile exhibits (.3); circulate same to MWE team (.1); review of orders granting interim relief (.1); circulate same to MWE team (.1).
08/22/23	J. Bishop Jones	0.20	Receipt and review of notice of continued status conference (.1); circulate to MWE team (.1).
08/22/23	L. Barrett	0.60	Correspond with C. Gibbs re fees (0.10); review, analyze time entries re confidentiality and privilege (0.50).
08/23/23	C. Gibbs	1.20	Prep for and attendance at hearing (1.2 hr).
08/23/23	C. Gibbs	1.50	Rev of multiple emails re case admin matters (1.5 hr).
08/23/23	C. Gibbs	2.50	Multiple confs with all parties re sale status and alternatives (2.5 hr).
08/23/23	M. Helt	2.70	Lengthy work on strategic alternatives; phone call with lender and interested parties.
08/23/23	J. Bishop Jones	0.40	Communications with J. Haake (.2); meet with N. Davis re exhibit submittal to Court (.1); submit MTPC exhibit in support of opposition to motion to exclude expert witness (.1).
08/23/23	J. Bishop Jones	0.20	Receipt and review of notice of further continued status



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Date	Name	Hours	Description
08/23/23	J. Bishop Jones	1.00	conference (.1); circulate to MWE team (.1). Prepare UC W&E list for August 24, 2023 hearing (.2); file same (.1); receipt and review of W&E lists filed re hearings for same (.2); compile exhibits (.3); circulate same to MWE team (.1); submit attorney appearances (.1)
08/23/23	J. Bishop Jones	1.00	Receipt and review of stipulation between Ch 11 Trustee, DIP lender, and c-store owners re interim relief to purchase fuel (.2); circulate same to MWE team (.1); receipt and review of motions for relief re fuel purchases (.5); circulate same to MWE team (.2);
08/23/23	L. Barrett	0.40	Correspond with Z. Qiku re fee information; review, analyze same.
08/24/23	C. Gibbs	3.00	Prep for and attendance at 2 hearings (3.0 hr).
08/24/23	C. Gibbs	2.00	Multiple confs re sale alternatives (2.0 hr).
08/24/23	M. Helt	0.90	Work with interested parties on settlement/transaction issues.
08/24/23	J. Bishop Jones	0.50	Receipt and review of motions for extension of deadline to file claims (.3); circulate same to MWE team (.2).
08/24/23	J. Bishop Jones	0.70	Receipt and review of W&E lists filed re hearings for same (.2); compile exhibits (.3); circulate same to MWE team (.1); submit attorney appearance for attendance at same (.1).
08/24/23	J. Bishop Jones	0.80	Receipt and review of orders granting withdrawal of debtors' professionals (.3); circulate same to MWE team (.2); receipt and review of Ch 11 Trustee's motion to retain counsel (.2); circulate same to MWE team (.1).
08/24/23	J. Bishop Jones	0.70	Receipt and review of motions for relief re fuel purchases (.5); circulate same to MWE team (.2).
08/24/23	J. Bishop Jones	0.90	Receipt and review of motions for relief re fuel purchases (.5); circulate same to MWE team (.2); review objection to c-store MFR (.1); circulate same to MWE team (.1).
08/24/23	J. Bishop Jones	0.40	Receipt and review of order converting case to chapter 7 (.1); circulate same to MWE team (.1); review court docket note re pending chapter 11 matters (.2).



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Date	Name	Hours	Description
08/24/23	L. Barrett	1.20	Review, analyze billing information (0.30); correspond with C. Gibbs, M. Helt re same (0.20); review, analyze time entries for confidentiality and privilege (0.70).
Total Hours		401.10	Total For Services \$454,367.69

Timekeeper Summary

Name	Hours	Rate	Amount
L. Barrett	43.80	939.25	41,139.20
J. Bishop Jones	23.90	276.25	6,602.48
H. Caradonna	0.50	709.76	354.88
J. Gerber	21.30	1,062.50	22,631.25
C. Gibbs	80.10	1,479.00	118,467.90
M. Helt	116.80	1,317.50	153,884.00
M. Kandestin	50.80	1,173.00	59,588.40
D. Northrop	21.40	569.50	12,187.30
E. Seitz	26.50	1,062.50	28,156.25
G. Williams	16.00	709.75	11,356.03
Totals	401.10		\$454,367.69

Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	47.40	53,941.47
B120	Asset Analysis & Recovery	3.20	4,216.00
B130	Asset Disposition	187.60	234,264.28
B140	Automatic Stay Issues	14.10	8,205.94
B150	Meetings/Communications w/Creditors	27.30	24,645.35
B155	Court Hearings	47.90	60,542.53
B160	Fee/Employment Applications	20.90	14,964.70
B170	Fee/Employment Objections	0.20	113.90
B185	Assumption/Rejection of Leases	35.70	37,531.34
B190	Other Contested Matters	8.00	6,851.00
B195	Non-Working Travel	2.50	3,293.75
B230	Financing/Cash Collateral Issues	4.70	5,032.85



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Task Code	Description	Hours	Amount
B250	Real Estate	1.00	569.50
B310	Claims Admin. & Objections	0.50	138.13
B320	Plan and Disclosure Statement	0.10	56.95
		401.10	454,367.69

Costs and Other Charges

Description	Amount
Business Meal	76.10
Lunch in Houston for Mountain Express Hearing and Business Development	
SALESFORCE LINK: https://mcdermottwillemery.lightning.force.com/lightning/r/Event/00U4V00000hGQ6jUAG/view	
Computer Research	178.77
Computer Research, ERIC SEITZ	
Computer Research	1,432.92
Computer Research, ERIC SEITZ	
Computer Research	178.77
Computer Research, ERIC SEITZ	
Miscellaneous	86.40
Obtain transcript of 8/7/2023 hearing in In re Mountain Express Oil Company, et al., Case No. 23-90147 (DRJ) (U.S. Bankruptcy Court for the Southern District of Texas)	
Transportation/Parking	129.90
Airport parking for travel to NYC for MEX Auction.	
Transportation/Parking	17.00
Houston Courthouse Parking for Mountain Express Hearing SALESFORCE LINK: https://mcdermottwillemery.lightning.force.com/lightning/r/Event/00U4V00000hGQ6jUAG/view	
Transportation/Parking	43.35
Parking receipt in Houston.	
Travel Expenses	19.00
Wifi fee during flight while traveling to New York for MEX auction.	
Travel Expenses	16.00
Cab fare while in New York traveling for MEX auction. NOTE: Receipt was not obtainable.	



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Description	Amount
Travel Expenses	662.80
Round trip flights to and from New York to attend MEX Auction.	
Travel Expenses	1,636.48
Hotel stay in New York during attendance at MEX auction.	
Travel Expenses	19.00
Wifi fee during flight while traveling from New York to DFW from MEX Auction.	
Travel Expenses	149.41
Dinner while travel to Houston for Client Status Conference and Business Development	
SALESFORCE LINK:	
https://mcdermottwillemery.lightning.force.com/lightning/r/Event/00U4V00000hUx8FUAS/view	
Travel Expenses	577.00
Round trip flights for MEX hearing.	
Travel Expenses	43.35
Round trip flights for MEX hearing.	
Travel Expenses	31.22
Uber to airport.	
Travel Expenses	10.00
Lawyer's Travel Fee	
Total Costs and Other Charges	\$5,307.47
Total This Invoice	<u>\$459,675.16</u>



**McDermott
Will & Emery**

Official Committee of Unsecured Creditors
Invoice: 3824838

11/13/2023

Invoice Totals

Matter Name		Hours	Fees	Costs and Other Charges	Retainer	Total
0011	Mountain Express Oil Company	401.10	454,367.69	5,307.47	0.00	459,675.16

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, *et al.*,

Debtors.¹

Chapter 7
(Previously Chapter 11)

Case No. 23-90147 (EVR)

Jointly Administered

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that I caused a true and correct copy of the *Final Application of McDermott Will & Emery LLP for Compensation for Services and Reimbursement of Expenses as Counsel to The Official Committee of Unsecured Creditors for the Period from April 5, 2023 through August 24, 2023* to be served on the parties listed below by electronic mail.

¹

A complete list of each of the Debtors in these chapter 7 cases may be obtained on the Court's website at www.ecf.txsb.uscourts.gov. The location of Debtor Mountain Express Oil Company's principal place of business and the Debtors' service address in these chapter 7 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

Dated: November 13, 2023

Respectfully submitted,

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs

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Marcus A. Helt

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-and-

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*Former Counsel to the Official Committee of
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Parties Served Via Electronic Mail

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